## AMERICAN WATER WORKS CO INC

Form 4

January 06, 2003

# FORM 4

\_ Check this box if no

longer subject to Section

16. Form 4 or Form 5

See Instruction 1(b).

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

#### STATEMENT OF CHANGES IN BENEFICIAL **OWNERSHIP** obligations may continue.

**OMB APPROVAL** 

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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

Filed By Romeo & Dye's Instant Form 4 Filer www.section16.net

1. Name and A Kelleher Dan	Address of Repo			me and Tio Water Wor		nc AWK	6. Relationship of Reporting Person(s) to Issuer (Check all applicable)					
(Last	) (First) (M	of Reporting Person,					atement for th/Day/Year X	Director				
Voorhees, NJ	(Street) <b>08043</b>						Date	Amendment, 7. of Original (Conth/Day/Year) X	Vater Works Sonc. Individual or Check Applica Form filed by erson	One Reporting  More than One		
(Ci	ty) (State) (	Zip)	Т	able	e I Non-I	)erivat	ive Secu	Securities Acquired, Disposed of, or Beneficially Owner				
1. Title of Security (Instr. 3)	2. Trans- action Date (Month/ Day/	2A. Deemed Execution Date, if any	3. Transaction Code (Instr. 8	3-		es Acqu d of (D	ired (A)	5. Amount of Securities Beneficially Owned Follow-	6. Owner- ship Form: Direct (D) or Indirect (I	7. Nature of Indirect Beneficial		
	Year)	(Month/Day/ Year)	Code	V	Amount	(A) or (D)	Price	ing Reported Transactions(s) (Instr. 3 & 4)	(Instr. 4)	(Instr. 4)		
Common	01/02/03		<b>F</b> (1)		571	D	\$45.48	12,150.994	4 D			
Common								2,442.2347	7 I	By 401(k)		
Common						9,648.1993	By ESOP					

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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FORM 4	(continu	ed) T	Table II - Derivative Securities Acquired, Disposed of, or Beneficially											
Owned														
(e.g., puts, calls, warrants, options, convertible securities)														

<sup>\*</sup> If the form is filed by more than one reporting person, see Instruction 4(b)(v).

Derivative	Trans-	4. Transaction Code (Instr. 8)	- ]]	of		<u>d</u>		7. Title and Amount of Underlying Securities (Instr. 3 & 4)		Derivative	Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	Owner- ship	11. Nature of Indirect Beneficial Ownership (Instr. 4)
		Code	_				Expira- tion Date		Amount or Number of Shares				
Deferred Stock								Common			11,011.27	D	
Emp Stock Option								Common			47,000	D	
Emp Stock Option								Common			6,500	D	

Explanation of Responses:

(1) Shares vested under the Long Term Performance Based Incentive Plan.

By: /s/ W. Timothy Pohl
Attorney-in-Fact
\*\*Signature of Reporting Person

1/6/03 Date

\*\*Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, See Instruction 6 for procedure.

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OWER OF ATTORNEY

Know all by these presents, that the undersigned hereby constitutes and appoints
W. Timothy Pohl, George Patrick, Taara Young, and Margaret Tracy signing singly, the undersigned attorney-in-fact to:

(1) execute for and on behalf of the undersigned, in the undersigned's capacity as an officer and/or director of American Water Works Comanpy, Inc.(the "Company"), Forms 3, 4, and 5

in accordance with Section 16(a) of the Securities Exchange Act of 1934 and the rules thereunder;

- (2) do and perform any and all acts for and on behalf of the undersigned which may be necessary of desirable to complete and execute any such Form 3, 4, or 5, complete and execute any amendment or amendments thereto, and file such form with the United States Securities and Exchange Commission and any stock exchange or similar authority; and
- (3) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally requiby, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall cont such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discret

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and per any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this power of attorney and the riand powers herein granted. The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming, nor is the Comparassuming, any of the undersigned's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4, and 5 with respect to the undersigned's holdings of and transactions securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 5 day of September, 2002.

Signature: /s/

Print Name: Daniel L. Kelleher