

Lynch Walter
Form 4
May 11, 2012

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES**

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Lynch Walter

2. Issuer Name **and** Ticker or Trading
Symbol
American Water Works Company,
Inc. [AWK]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)
1025 LAUREL OAK ROAD
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
05/09/2012

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)
President, Regulated Operations

VOORHEES, NJ 08043

4. If Amendment, Date Original
Filed (Month/Day/Year)

6. Individual or Joint/Group Filing (Check
Applicable Line)
____X____ Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code	V	Amount	(A) or (D)	Price	
Common Stock	05/09/2012	05/09/2012	M		5,772	A	\$ 21.5	22,128 D
Common Stock	05/10/2012	05/10/2012	M		10,000	A	\$ 21.5	32,128 D
Common Stock	05/09/2012	05/09/2012	S		5,772	D	\$ 34.12	26,356 D
Common Stock	05/10/2012	05/10/2012	S		10,000	D	\$ 34.5	16,356 D

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

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(9-02)

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 21.5	05/09/2012	05/09/2012	M	5,772	<u>(1)</u> 12/31/2013	Common Stock 5,772
Employee Stock Option (right to buy)	\$ 21.5	05/10/2012	05/10/2012	M	10,000	<u>(2)</u> 12/31/2014	Common Stock 10,000

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Lynch Walter 1025 LAUREL OAK ROAD VOORHEES, NJ 08043	President, Regulated Operations

Signatures

/s/ Karen K. Pettiford-Wilson by Power of Attorney previously filed

05/11/2012

__Signature of Reporting Person

Date

Explanation of Responses:

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

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

- (1) The Option Award granted on April 22, 2008, representing a right to purchase a total of 18,552 shares at \$21.50, became exercisable on January 1, 2010.

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- (2) The Option Award granted on April 22, 2008, representing a right to purchase a total of 29,906 shares at \$21.50, became exercisable on January 1, 2011.

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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