

American Water Works Company, Inc.

Form 4

August 19, 2016

**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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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Strauss Mark F.

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)  
08/17/2016

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_\_\_X\_\_\_\_ Officer (give title \_\_\_\_ Other (specify  
below) below)  
SVP, Corp Strategy & Bus. Develop

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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>(A) or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Ownership<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|--------------------------------------------------------------------------------|
| Common<br>Stock                       | 08/17/2016                              |                                                             | M                                    | V Amount (A) or (D) Price<br>15,467 A \$<br>27.08                       | 47,261 <sup>(1)</sup>                                                                                              | D                                                                    |                                                                                |
| Common<br>Stock                       | 08/17/2016                              |                                                             | S                                    | 15,467 D \$<br>76.08 <sup>(2)</sup>                                     | 31,794                                                                                                             | D                                                                    |                                                                                |

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

**Persons who respond to the collection of  
information contained in this form are not  
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SEC 1474  
(9-02)

# Edgar Filing: American Water Works Company, Inc. - Form 4

**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) |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|
| Employee Stock Option (right to buy)       | \$ 27.08                                               | 08/17/2016                           |                                                    | M                              | 15,467                                                                                  | (3) 12/31/2017                                           | Common Stock 15,467                                           |

## Reporting Owners

| Reporting Owner Name / Address                                | Relationships |           |                                         |       |
|---------------------------------------------------------------|---------------|-----------|-----------------------------------------|-------|
|                                                               | Director      | 10% Owner | Officer                                 | Other |
| Strauss Mark F.<br>1025 LAUREL OAK ROAD<br>VOORHEES, NJ 08043 |               |           | SVP, Corp<br>Strategy & Bus.<br>Develop |       |

## Signatures

/s/ Jeffrey M. Taylor, as attorney-in-fact for Mark F. Strauss 08/19/2016

\_\_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) Includes 67 shares purchased under the American Water Works Company, Inc. Employee Stock Purchase Plan.  
The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$76.06 to \$76.16, inclusive. The reporting person undertakes to provide to American Water Works Company, Inc., any security holder of American Water Works Company, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth above.
- (2) The option award granted on February 24, 2011 and representing a right to purchase 15,467 shares vested in three equal installments on January 1, 2012, 2013 and 2014.
- (3)

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.