

DEBENEDICTIS NICHOLAS
Form 4
December 12, 2011

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
DEBENEDICTIS NICHOLAS

2. Issuer Name and Ticker or Trading Symbol
AQUA AMERICA INC [WTR]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
762 W LANCASTER AVE.

3. Date of Earliest Transaction (Month/Day/Year)
12/06/2011

Director 10% Owner
 Officer (give title below) Other (specify below)

CHAIRMAN & PRESIDENT

(Street)
BRYN MAWR, PA 19010

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 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	11/10/2011		G	V 46 D \$ 21.96	330,228.95	D	
Common Stock	11/17/2011		G	V 729 D \$ 21.725	329,499.95	D	
Common Stock	12/06/2011		A	50,000 (1) A \$ 22.13	379,499.95	D	
Common Stock Ownership By Spouse					0	I	Spouse
					70,971.88	I	

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Common Stock-GRAT						GRAT #3
Common Stock-GRAT	120,776	I				GRAT #4
Common Stock-GRAT	65,777.88	I				GRAT #3 - Spouse
Common Stock-GRAT	120,776	I				GRAT #4 - Spouse
Common Stock - IRA	4,025.61 ⁽²⁾	D				
Common Stock - IRA	3,218.58 ⁽³⁾	I				IRA - Spouse
Common Stock 401k	14,361.89 ⁽⁴⁾	I				401k

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

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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)	8. Price of Derivative Security (Instr. 5)	9. Nu...
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
	X		CHAIRMAN & PRESIDENT	

DEBENEDICTIS NICHOLAS
762 W LANCASTER AVE.
BRYN MAWR, PA 19010

Signatures

/s/ Brian Dingerdissen, attorney-in-fact for Mr.
DeBenedictis

12/12/2011

__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) Grant of 50,000 shares of restricted stock which vest one-half in 2014 and one-half in 2015, subject to meeting performance criteria.
- (2) Includes 32.52 shares acquired under the Issuer's dividend reinvestment plan since the date of the reporting person's last ownership report.
- (3) Includes 26 shares acquired under the Issuer's dividend reinvestment plan since the date of the reporting person's last ownership report.
- (4) Since the date of the reporting person's last ownership report, the reporting person acquired 116.01 shares under the Issuer's 401k Plan.

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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