

Ashworth Emily A.
Form 3/A
January 20, 2012

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 *

^ Ashworth Emily A.

(Last) (First) (Middle)

1025 LAUREL OAK ROAD

(Street)

VOORHEES, ^ NJ ^ 08043

(City) (State) (Zip)

2. Date of Event Requiring Statement

(Month/Day/Year)

05/06/2011

3. Issuer Name and Ticker or Trading Symbol

American Water Works Company, Inc. [AWK]

4. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner

☒ X ___ Officer ___ Other

(give title below) (specify below)

VP & Chief Information Officer

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

05/16/2011

6. Individual or Joint/Group

Filing(Check Applicable Line)

☒ X ___ Form filed by One Reporting Person

___ Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security
(Instr. 4)

2. Amount of Securities Beneficially Owned
(Instr. 4)

3. Ownership Form:
Direct (D)
or Indirect (I)
(Instr. 5)

4. Nature of Indirect Beneficial Ownership
(Instr. 5)

Common Stock

1,850 (1) (2) (3) (4)

D ^

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

SEC 1473 (7-02)

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

1. Title of Derivative Security
(Instr. 4)

2. Date Exercisable and Expiration Date
(Month/Day/Year)

Date Exercisable

Expiration Date

3. Title and Amount of Securities Underlying Derivative Security
(Instr. 4)

Title

Amount or Number of

4. Conversion or Exercise Price of Derivative Security

5. Ownership Form of Derivative Security:
Direct (D)
or Indirect

6. Nature of Indirect Beneficial Ownership
(Instr. 5)

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				Shares		(I) (Instr. 5)	
Employee Stock Options (right to buy)	01/01/2010	12/31/2013	Common Stock	4,064	\$ 21.5	D	Â
Employee Stock Options (right to buy)	01/01/2011	12/31/2014	Common Stock	5,527	\$ 21.5	D	Â
Employee Stock Options (right to buy)	Â <u>(5)</u>	12/31/2015	Common Stock	8,723	\$ 20.7	D	Â
Employee Stock Options (right to buy)	Â <u>(6)</u>	12/31/2016	Common Stock	9,661	\$ 22.31	D	Â
Employee Stock Options (right to buy)	Â <u>(7)</u>	12/31/2017	Common Stock	10,358	\$ 27.08	D	Â
Performance Stock Unit	Â <u>(8)</u>	12/31/2011	Common Stock	2,344	\$ <u>(8)</u>	D	Â
Performance Stock Unit	Â <u>(9)</u>	12/31/2012	Common Stock	2,039	\$ <u>(9)</u>	D	Â
Performance Stock Unit	Â <u>(10)</u>	12/31/2013	Common Stock	1,187	\$ <u>(10)</u>	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Ashworth Emily A. 1025 LAUREL OAK ROAD VOORHEES,Â NJÂ 08043	Â	Â	Â VP & Chief Information Officer	Â

Signatures

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

01/20/2012

__Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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) Represents 1030 shares, less 406 shares withheld for taxes, awarded in connection with the initial public offering of American Water Works Company, Inc. The restricted stock units vested on January 1, 2010.
- (2) Represents award of 1453 restricted stock units, less 567 shares withheld for taxes, that vested on January 1, 2011.
- (3) Represents 300 shares purchased pursuant to the Reserved Share Program upon the closing of the IPO.
- (4) Represents 40 shares acquired through the Dividend Reinvestment Program (DRIP).
- (5) The options vest in three equal installments on January 1, 2010, 2011 and 2012.
- (6) The options vest in three equal installments on January 1, 2011, 2012 and 2013.
- (7) The options vest in three equal installments on January 1, 2012, 2013 and 2014.

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Each performance stock unit represents a contingent right to receive one share of American Water's (the "Company") common stock.

The actual number of performance stock units that may be earned will be based on the Company's annual total stockholder return ("TSR") relative to the performance of the other companies in the Dow Jones U.S. Utility Index over the three-year performance period beginning on January 1, 2009 and ending December 31, 2011. The number of performance stock units reported is equal to the target number of performance stock units that may be earned.

(8)

Each performance stock unit represents a contingent right to receive one share of American Water's (the "Company") common stock.

The actual number of performance stock units that may be earned will be based on the Company's annual total stockholder return ("TSR") relative to the performance of the other companies in the Dow Jones U.S. Utility Index over the three-year performance period beginning on January 1, 2010 and ending December 31, 2012. The number of performance stock units reported is equal to the target number of performance stock units that may be earned.

(9)

Each performance stock unit represents a contingent right to receive one share of American Water's (the "Company") common stock.

The actual number of performance stock units that may be earned will be based on the Company's annual total stockholder return ("TSR") relative to the performance of the other companies in the Dow Jones U.S. Utility Index over the three-year performance period beginning on January 1, 2011 and ending December 31, 2013. The number of performance stock units reported is equal to the target number of performance stock units that may be earned

(10)

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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