

Pape Kathy L
Form 4
February 23, 2010

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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Pape Kathy L

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)
02/19/2010

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)
President, PA American Water

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)
Common Stock	02/19/2010	02/19/2010	A	(A) or (D) Amount 1,485 (1) Price \$ 0	8,158	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
required to respond unless the form
displays a currently valid OMB control
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(9-02)

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

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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)	Amount or Number of Shares
Employee Stock Options (right to buy)	\$ 21.5	02/19/2010	02/19/2010	A	11,295 (2)	01/01/2011 12/31/2014	Common Stock	11,295

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Pape Kathy L 1025 LAUREL OAK ROAD VOORHEES, NJ 08043	President, PA American Water

Signatures

/s/ Karen K. Pettiford-Wilson by Power of Attorney previously filed 02/23/2010

__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) Represents the earned portion of performance-based restricted stock units awarded in connection with the Issuer's initial public offering. The number of restricted stock units earned was determined based upon a comparison of (a) the sum of American Water's actual audited net income for 2008 (as adjusted) and American Water's actual audited net income for 2009 (as adjusted) to (b) the sum of American Water's target net income for 2008 (as adjusted) and American Water's target net income for 2009 (as adjusted) at the time of the initial public offering. The number of restricted stock units earned equaled 43.13% of the units initially granted (which would have been fully earned if maximum performance metrics were achieved) and was based on the amount referenced in (a) above equaling 93.46% of the amount referenced in (b) above. The earned restricted stock units will vest on January 1, 2011.
- (2) Represents the earned portion of performance-based nonqualified stock options awarded in connection with the Issuer's initial public offering. The number of shares underlying the earned portion of the nonqualified stock options equaled 43.13% of the shares underlying the nonqualified stock options initially granted and was determined based upon the formula described in footnote 1 above.

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.