

RWE AKTIENGESELLSCHAFT
Form SC 13G
February 13, 2009

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

SCHEDULE 13G

Under the Securities Exchange Act of 1934

American Water Works Company, Inc.

(Name of Issuer)

Common Stock, \$0.01 par value per share

(Title of Class of Securities)

030420103

(CUSIP Number)

RWE Aktiengesellschaft

Opernplatz 1
D-45128 Essen, Germany
011-49-201-12-00

with a copy to:

William V. Fogg, Esq.
Cravath, Swaine & Moore LLP
Worldwide Plaza
825 Eighth Avenue
New York, NY 10019
1 212 474 1000

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

December 31, 2008

(Date of Event Which Requires Filing of This Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

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- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No.030420103

(1) Names of reporting person: RWE Aktiengesellschaft
I.R.S. Identification Nos. of above persons (entities only): N/A

(2) Check the appropriate box if a member of a group:
(a)
(b)

(3) SEC use only:

(4) Place of incorporation: Federal Republic of Germany

| | |
|---|--|
| Number of shares beneficially owned by each reporting person with: | (5) Sole Voting Power: |
| | (6) Shared Voting Power: 96,736,779 |
| | (7) Sole Dispositive Power: |
| | (8) Shared Dispositive Power: 96,736,779 |

(9) Aggregate Amount Beneficially Owned by Each Reporting
Person: 96,736,779

(10) Check if the Aggregate Amount in Row (9) Excludes Certain Shares:

(11) Percent of Class Represented by Amount in Row (9): 60.5% (1)

(14) Type of Reporting Person: CO

(1) Calculated pursuant to Rule 13d-3(d). The percentage is based on 159,999,665 shares of Common Stock, \$0.01 par value per share of American Water Works Company, Inc. (the "Issuer") outstanding as of February 12, 2009.

CUSIP No. 030420103

(1) Names of reporting person: RWE Aqua Holdings GmbH (2)
I.R.S. Identification Nos. of above persons (entities only): N/A

(2) Check the appropriate box if a member of a group:
(a)
(b)

(3) SEC use only:

(4) Citizenship: Federal Republic of Germany

| | |
|---|--|
| Number of shares beneficially owned by each reporting person with: | (5) Sole Voting Power: |
| | (6) Shared Voting Power: 96,736,779 |
| | (7) Sole Dispositive Power: |
| | (8) Shared Dispositive Power: 96,736,779 |

(9) Aggregate Amount Beneficially Owned by Each Reporting
Person: 96,736,779

(10) Check if the Aggregate Amount in Row (9) Excludes Certain Shares:

(11) Percent of Class Represented by Amount in Row (9): 60.5% (1)

(12) Type of Reporting Person: HC

(1) Calculated pursuant to Rule 13d-3(d). The percentage is based on 159,999,665 shares of Common Stock, \$0.01 par value per share of American Water Works Company, Inc. (the "Issuer") outstanding as of February 12, 2009.

(2) RWE Aqua Holdings GmbH is a direct wholly-owned subsidiary of RWE Aktiengesellschaft.

Item Name of Issuer:

1(a).

American Water Works Company, Inc.

Item Address of Issuer's Principal Executive Offices:

1(b).

The principal executive offices of American Water Works Company, Inc. are located at 1025 Laurel Oak Road, Voorhees, New Jersey 08043.

Item Name of Person Filing:

2(a).

RWE Aktiengesellschaft

RWE Aqua Holdings GmbH

Item Address of Principal Business Office or, if none, Residence:

2(b).

The address of the principal business office of RWE Aktiengesellschaft is Opernplatz 1, D-45128 Essen, Germany.

The address of the principal business office of RWE Aqua Holdings GmbH is Opernplatz 1, D-45128 Essen, Germany.

Item Citizenship:

2(c).

RWE Aktiengesellschaft is a corporation organized under the laws of the Federal Republic of Germany.

RWE Aqua Holdings GmbH is a limited liability company organized under the laws of the Federal Republic of Germany.

Item Title of Class of Securities:
2(d).

Common Stock, \$0.01 par value per share

Item CUSIP Number:
2(e).

030420103

Item 3.If this statement is filed pursuant to Rules 13d-1(b), or 13d-2(b) or (c), check whether the person filing is a:

- (a) Broker or dealer registered under section 15 of the Act;
- (b) Bank as defined in section 3(a)(6) of the Act;
- (c) Insurance company as defined in section 3(a)(19) of the Act;
- (d) Investment company registered under section 8 of the Investment Company Act of 1940;
- (e) An investment adviser in accordance with Rule 13d-1(b)(1)(ii)(E);
- (f) An employee benefit plan or endowment fund in accordance with Rule 13d-1(b)(1)(ii)(F);
- (g) A parent holding company or control person in accordance with Rule 13d-1(b)(1)(ii)(G) (Note: See Item 7);
- (h) A savings association as defined in section 3(b) of the Federal Deposit Insurance Act;
- (i) A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940;
- (j) Group, in accordance with Rule 13d-1(b)(1)(ii)(H).

If this statement is filed pursuant to Rule 13d-1(c), check this box.

Item 4. Ownership

A. RWE Aktiengesellschaft

(a) Amount beneficially owned: 96,736,779

(b) Percent of class: 60.5%

(c) Number of shares to which the person has:

- (i) Sole Voting Power:
- (ii) Shared Voting Power: 96,736,779
- (iii) Sole Dispositive Power:
- (iv) Shared Dispositive Power: 96,736,779

B. RWE Aqua Holdings GmbH

(a) Amount beneficially owned:

(b) Percent of class: 60.5%

(c) Number of shares to which the person has:

- (i) Sole Voting Power:
- (ii) Shared Voting Power: 96,736,779
- (iii) Sole Dispositive Power:
- (iv) Shared Dispositive Power: 96,736,779

Item 5. Ownership of Five Percent or Less of a Class.

NA

Item 6. Ownership of More than Five Percent on Behalf of Another Person.

NA

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company or Control Person.

RWE Aqua Holdings GmbH

Item 8. Identification and Classification of Members of the Group.

NA

Item 9. Notice of Dissolution of Group.

NA

Item Certification.
10.

NA

* Jens Gemmecke and Christian Ring are signing on behalf of RWE Aktiengesellschaft pursuant to a power of attorney previously filed with the Securities and Exchange Commission on April 22, 2008 as Exhibit 24.2 to Form 3, and hereby incorporated by reference herein.

** Jens Gemmecke and Christian Ring are signing on behalf of RWE Aqua Holdings GmbH pursuant to a power of attorney previously filed with the Securities and Exchange Commission on April 22, 2008 as Exhibit 24.1 to Form 3, and hereby incorporated by reference herein.

SIGNATURE

After reasonable inquiry and to the best of his and its knowledge and belief, each of the following certifies that the information set forth in this statement is true, complete and correct.

Date: February 13, 2009

RWE
Aktiengesellschaft

By: /s/ Jens Gemmecke, by
power of attorney*
Jens Gemmecke, by
power of attorney*

By: /s/ Christian Ring, by
power of attorney*
Christian Ring, by
power of attorney*

Date: February 13, 2009

RWE Aqua Holdings
GmbH

By: /s/ Jens Gemmecke,
by power of
attorney**
Jens Gemmecke, by
power of attorney**

By: /s/ Christian Ring,
by power of
attorney**
Christian Ring, by
power of attorney**

