

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 * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â Ashworth Emily A. | | (Month/Day/Year) | American Water Works Company, Inc. [AWK] | |
| (Last) | (First) | (Middle) | 05/06/2011 | |
| 1025 LAUREL OAK ROAD | | | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| (Street) | | | (Check all applicable) | 05/16/2011 |
| VOORHEES,Â NJÂ 08043 | | | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| (City) | (State) | (Zip) | <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
| | | | (give title below) (specify below) | <input type="checkbox"/> Form filed by More than One Reporting Person |
| | | | VP & Chief Information Officer | |

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 <u>(1)</u> <u>(2)</u> <u>(3)</u> <u>(4)</u> | D | Â |

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) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 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) |
|---|---|--|--|--|--|
| | Date Exercisable | Expiration Date | Title | Amount or Number of | |

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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, NJ 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. 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.