

Luning Christopher Paul
 Form 4
 March 04, 2019

FORM 4

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

OMB APPROVAL

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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 *
 Luning Christopher Paul

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

BRYN MAWR, PA 19010

(City) (State) (Zip)

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

3. Date of Earliest Transaction
 (Month/Day/Year)
 02/28/2019

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 Sr. VP, General Counsel & Sec

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

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 | 02/28/2019 | | A | (A) or (D) Amount \$ 0 | 49,004 ⁽²⁾ | D | |
| Common Stock | 02/28/2019 | | F | (A) or (D) Amount \$ 35.605 | 45,330 | D | |
| Common Stock | 02/28/2019 | | A | (A) or (D) Amount \$ 0 | 47,878 | D | |
| Common Stock 401k | | | | | 1,452.35 ⁽⁵⁾ | I | 401k |

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

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(9-02)

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) | Amount or Number of Shares |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|----------------------------|
| Stock Options (Right to Buy) | \$ 35.94 | 02/28/2019 | | A | 39,107 (6) | 02/28/2020 02/28/2029 | Common Stock | 39,107 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|------------------------------------------------------------------------|---------------|-----------|-------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Luning Christopher Paul 762 W. LANCASTER AVE BRYN MAWR, PA 19010 | | | Sr. VP, General Counsel & Sec | |

Signatures

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

03/01/2019

**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 acquisition of shares upon the earning and vesting of performance-based share units awarded on 02/21/2016. Vesting determination was made by the Compensation Committee on 2/28/2019. Represents vesting at 70.68% of target.
- (2) Includes additional shares acquired under the Issuer's Employee Stock Purchase Plan since the date of the reporting person's last ownership report.
- (3) Disposition to issuer for tax obligations upon the vesting of restricted stock units and performance-based share units.
- (4) Represents award of restricted stock units. Each restricted stock unit represents a contingent right to receive one share of Common Stock. The restricted stock units vest on February 28, 2022.

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- (5) Includes shares acquired under the Company's 401k plan since the last filing.
- (6) Grant of 39,107 shares of stock options which vest one-third each year on the anniversary of the grant, subject to achievement of designated performance goals.

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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