

American Water Works Company, Inc.  
 Form 3  
 January 15, 2015

**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 * Sgro Michael A (Last) (First) (Middle)  1025 LAUREL OAK ROAD (Street)  VORHEES, NJ 08043 (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 01/05/2015	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) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) Interim General Counsel	5. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
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**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	529 <sup>(1)</sup>	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)	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)	
Performance Stock Unit	Â (2)	12/31/2014 <sup>(3)</sup>	Common Stock	456	\$ (2)	D	Â
Performance Stock Unit	Â (4)	12/31/2015 <sup>(3)</sup>	Common Stock	499	\$ (4)	D	Â
Performance Stock Unit	Â (5)	12/31/2016 <sup>(3)</sup>	Common Stock	433	\$ (5)	D	Â
Employee Stock Option (right to buy)	Â (6)	12/31/2018	Common Stock	1,391 <sup>(9)</sup>	\$ 34.12	D	Â
Employee Stock Option (right to buy)	Â (7)	12/31/2019	Common Stock	1,484 <sup>(10)</sup>	\$ 39.45	D	Â
Employee Stock Option (right to buy)	Â (8)	12/31/2020	Common Stock	2,522	\$ 44.06	D	Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Sgro Michael A 1025 LAUREL OAK ROAD VORHEES, NJ 08043	Â	Â	Â Interim General Counsel	Â

## Signatures

/s/ Steven Robbins by Power of Attorney 01/15/2015

\_\_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) Includes (i) 212 shares of common stock of American Water Works Company, Inc. (the "Company"), (ii) 333 restricted stock units that settle in common stock on a one share per unit basis and vest in three equal installments on January 1, 2014, 2015 and 2016, less 222 shares previously vested and disposed of, and (iii) 307 restricted stock units that settle in common stock on a one share per unit basis and vest in three equal installments on January 1, 2015, 2016 and 2017, less 102 shares previously vested and disposed of.

(2) Each performance stock unit represents a contingent right to receive one share of common stock of the Company. The actual number of performance stock units that may be earned will be based on the Company's total stockholder return ("TSR") relative to the performance of the other companies in the Dow Jones U.S. Utilities Total Return Index over the three-year performance period beginning on January 1, 2012 and ending December 31, 2014. The number of performance stock units shown in column 3 is equal to the target number of performance stock units that may be earned.

(3) Represents the end of the performance period to which the performance stock units relate.

(4) Each performance stock unit represents a contingent right to receive one share of common stock of the Company. The actual number of performance stock units that may be earned will be based on the Company's TSR relative to the performance of the other companies in the Dow Jones U.S. Utilities Total Return Index over the three-year performance period beginning on January 1, 2013 and ending December 31, 2015. The number of performance stock units shown in column 3 is equal to the target number of performance stock units that may be earned.

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- Each performance stock unit represents a contingent right to receive one share of common stock of the Company. The actual number of performance stock units that may be earned will be based on the Company's TSR relative to the performance of the other companies in the Dow Jones U.S. Utilities Total Return Index over the three-year performance period beginning on January 1, 2014 and ending December 31, 2016. The number of performance stock units shown in column 3 is equal to the target number of performance stock units that may be earned.
- (5) The options have vested.
  - (6) The options vest in three equal installments on January 1, 2014, 2015 and 2016.
  - (7) The options vest in three equal installments on January 1, 2015, 2016 and 2017.
  - (8) The option award granted on February 23, 2012, representing a right to purchase 4,171 shares, have vested and the reporting person previously exercised and sold 2,780 shares.
  - (9) The option award granted on February 21, 2013, representing a right to purchase 2,225 shares, vested in three equal installments on January 1, 2013, 2014 and 2015 and the reporting person previously exercised and sold 741 shares.

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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