

Edgar Filing: AMERICAN WATER WORKS CO INC - Form 4

| 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 & 5) | | 6. Date Exercisable and Expiration Date (Month/Day/Year) | | 7. Title and Amount of Underlying Securities (Instr. 3 & 4) | | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4) | 11. I |
|-----------------------------------------------|--------------------------------------------------------|-----------------------------------------|-------------------------------------------------------|-----------------------------------|---|-----------------------------------------------------------------------------------------|-----|-------------------------------------------------------------|-----------------|----------------------------------------------------------------|----------------------------|-----------------------------------------------|-------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------|-------|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | | |
| Deferred Stock | (2) | 01/10/03 | | D | | 11,011.27 | | | | Common | 11,011.27 | (2) | 0 | D | |
| Emp Stock Option | \$22.56 | 01/10/03 | | D | | 47,000 | (3) | 05/04/10 | | Common | 47,000 | (3) | 0 | D | |
| Emp Stock Option | \$28.1875 | 01/10/03 | | D | | 6,500 | (4) | 01/03/11 | | Common | 6,500 | (4) | 0 | D | |

Explanation of Responses:

(1) Disposed of pursuant to merger agreement among issuer, RWE Aktiengesellschaft (RWE), Thames Water Aqua Holdings GmbH (Thames) and Apollo Acquisition Company (Apollo) whereby each share of issuer common stock issued and outstanding was converted into the right to receive \$46 per share on the effective date of merger (January 10, 2003).

(2) These phantom shares were disposed of under the Reporting Person's deferred stock account in accordance with the merger agreement among issuer, RWE, Thames and Apollo. (See footnote 1 above).

(3) This option, which provided for vesting in three equal installments beginning May 4, 2001, was canceled in the merger in exchange for a cash payment representing the difference between the exercise price of the option and the merger consideration (\$46 per share).

(4) This option, which provided for vesting in three equal installments beginning January 3, 2002, was canceled in the merger in exchange for a cash payment representing the difference between the exercise price of the option and the merger consideration (\$46 per share).

By: /s/ **Taara C. Young**
Attorney-in-Fact

01/14/03
Date

**Signature of Reporting Person

**Intentional misstatements or omissions of facts constitute Federal Criminal Violations.

See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed.

If space is insufficient, See Instruction 6 for procedure.

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 Number.

OWER OF ATTORNEY

Know all by these presents, that the undersigned hereby constitutes and appoints

W. Timothy Pohl, George Patrick, Taara Young, and Margaret Tracy signing singly, the undersigned'

attorney-in-fact to:

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(1) execute for and on behalf of the undersigned, in the undersigned's capacity as an officer and/or director of American Water Works Company, Inc. (the "Company"), Forms 3, 4, and 5 in accordance with Section 16(a) of the Securities Exchange Act of 1934 and the rules thereunder;

(2) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Form 3, 4, or 5, complete and execute any amendment or amendments thereto, and file such form with the United States Securities and Exchange Commission and any stock exchange or similar authority; and

(3) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4, and 5 with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact.

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IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 5 day of September, 2002.

Signature: /s/

Print Name: Daniel L. Kelleher