

Warnock Loyd A
Form 4
September 04, 2018

FORM 4

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

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Warnock Loyd A

2. Issuer Name **and** Ticker or Trading
Symbol
American Water Works Company,
Inc. [AWK]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)
1025 LAUREL OAK ROAD
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
08/30/2018

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)
SVP, Ext. Affairs, Bus. Dev.

VOORHEES, NJ 08043

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

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

(City) (State) (Zip)

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 Ownership (Instr. 4)
Common Stock	08/30/2018		M	V Amount (A) or (D) Price 782 A \$ 65.15	12,322	D	
Common Stock	08/30/2018		M	5,245 A \$ 52.75	17,567	D	
Common Stock	08/30/2018		S	6,027 D \$ 88.04 (1)	11,540	D	
Common Stock	08/31/2018		M	4,493 A \$ 65.15	16,033	D	
Common Stock	08/31/2018		S	4,493 D \$ 87.63	11,540	D	

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(2)

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)	8. Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 65.15	08/30/2018		M	782	<u>(3)</u> 12/31/2022	Common Stock	782
Employee Stock Option (right to buy)	\$ 52.75	08/30/2018		M	5,245	<u>(4)</u> 12/31/2021	Common Stock	5,245
Employee Stock Option (right to buy)	\$ 65.15	08/31/2018		M	4,493	<u>(3)</u> 12/31/2022	Common Stock	4,493

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Warnock Loyd A 1025 LAUREL OAK ROAD VOORHEES, NJ 08043			SVP, Ext. Affairs, Bus. Dev.	

Signatures

/s/ Jeffrey M. Taylor, as attorney-in-fact for Loyd A.
Warnock

09/04/2018

__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) The price reported is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$88.00 to \$88.09, inclusive. The report person undertakes to provide to American Water Works Company, Inc., any security holder thereof, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth above.
 - (2) The price reported is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$87.50 to \$87.875, inclusive. The report person undertakes to provide to American Water Works Company, Inc., any security holder thereof, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth above.
 - (3) This option award granted on February 16, 2016, representing a right to purchase 10,108 shares, vests in three equal installments on January 1, 2017, 2018 and 2019.
 - (4) The option award granted on February 17, 2015, representing a right to purchase 10,435 shares, vested in three equal installments on January 1, 2016, 2017 and 2018.
 - (5) A prior exercise of 3,115 shares underlying this option was previously reported.

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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