

Duffy Maureen
 Form 3
 September 29, 2011

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 * Duffy Maureen (Last) (First) (Middle) 1025 LAUREL OAK ROAD (Street) VOORHEES, NJ 08043 (City) (State) (Zip) | 2. Date of Event Requiring Statement (Month/Day/Year) 09/23/2011 | 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) VP, Corp. Comm. & External Affairs | 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 |
|---|---|---|--|---|--|

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 | 391 ⁽¹⁾ ₍₂₎ | 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) | |
|---|--------------|------------|-----------------|--------|---------------|-------------------|---|
| Employee Stock Option (right to buy) | 01/01/2011 | 12/31/2014 | Common Stock | 2,921 | \$ 21.5 | D | Â |
| Employee Stock Option (right to buy) | Â <u>(3)</u> | 12/31/2015 | Common Stock | 5,006 | \$ 20.7 | D | Â |
| Employee Stock Option (right to buy) | Â <u>(4)</u> | 12/31/2016 | Common Stock | 3,859 | \$ 21.51 | D | Â |
| Employee Stock Option (right to buy) | Â <u>(5)</u> | 12/31/2017 | Common Stock | 3,279 | \$ 27.08 | D | Â |
| Performance Stock Unit | Â <u>(6)</u> | 12/31/2011 | Common Stock | 897 | \$ <u>(6)</u> | D | Â |
| Performance Stock Unit | Â <u>(7)</u> | 12/31/2012 | Common Stock | 721 | \$ <u>(7)</u> | D | Â |
| Performance Stock Unit | Â <u>(8)</u> | 12/31/2013 | Common Stock | 376 | \$ <u>(8)</u> | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|--------------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Duffy Maureen 1025 LAUREL OAK ROAD VOORHEES, NJ 08043 | Â | Â | Â VP, Corp. Comm. & External Affairs | Â |

Signatures

/s/ Karen K. Pettiford-Wilson by Power of Attorney

09/29/2011

**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 150 shares purchased pursuant to American Water Works Company, Inc.'s Reserved Share Program upon the closing of its initial public offering.
- (2) Represents award of 384 shares, less 143 shares withheld for taxes, that vested on January 1, 2011.
- (3) The options vest in three equal installments on January 1, 2010, 2011 and 2012.
- (4) The options vest in three equal installments on January 1, 2011, 2012 and 2013.
- (5) The options vest in three equal installments on January 1, 2012, 2013 and 2014.

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")

- (6) 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 shown in column 5 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 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")

- (7) 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 shown in column 5 is equal to the target number of performance stock units that may be earned.

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- (8) 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 shown in column 5 is equal to the target number of performance stock units that may be earned.

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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