

American Water Works Company, Inc.
 Form 4
 January 27, 2017

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
 Lynch Walter

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)
 01/25/2017

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 EVP and COO

VOORHEES, NJ 08043
 (City) (State) (Zip)

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

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 Ownership (Instr. 4)	
				(A) or (D)	Price			
Common Stock	01/25/2017		M		8,578	A	\$ 0 92,179	D
Common Stock	01/25/2017		A		6,674	A	\$ 0 98,853	D
Common Stock	01/25/2017		F		6,335	D	\$ 71.72 92,518	D

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

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number.

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 Security (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Performance Stock Units	(1)	01/25/2017		A	V 3,677 (2)	(1) 12/31/2016 ⁽³⁾		Common Stock
Performance Stock Units	(1)	01/25/2017		M	V 8,578 (4)	(1) 12/31/2016 ⁽³⁾		Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Lynch Walter 1025 LAUREL OAK ROAD VOORHEES, NJ 08043			EVP and COO	

Signatures

/s/ Jeffrey M. Taylor, as attorney-in-fact for Walter J. Lynch
01/27/2017

__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).

- Each performance stock unit represented a contingent right to receive one share of common stock of American Water Works Company, Inc. (the "Company"), based on the Company's annual relative total stockholder return over a three-year performance period, beginning on January 1, 2014 and ending December 31, 2016.
- (1) Represents the above-target earned portion of the TSR performance stock unit. In 2014, the Company granted 4,901 performance stock units, equal to the number of shares to be received if target performance was achieved.
 - (2) Represents the end of the performance period to which the performance stock units relate.
 - (3) Represents the earned portion of the TSR performance stock units, including target units granted in 2014 and above-target units earned based on TSR performance. The number of TSR performance stock units earned was 175 percent of the target.

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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