

Sullivan Linda G
 Form 4
 January 29, 2018

FORM 4

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

OMB APPROVAL

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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 *
 Sullivan Linda G

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)
 01/25/2018

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

VOORHEES, NJ 08043

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

(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)
			Code	V Amount (A) or (D) Price			
Common Stock	01/25/2018		M	4,947 A \$ 0	25,428	D	
Common Stock	01/25/2018		A	<u>3,747</u> ⁽¹⁾ A \$ 0	29,175	D	
Common Stock	01/25/2018		F	2,979 D \$ 84.53	26,196	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	(2)	01/25/2018		A	2,121 (3)	(2)	12/31/2017(4)	Common Stock
Performance Stock Units	(2)	01/25/2018		M	4,947 (5)	(2)	12/31/2017(4)	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Sullivan Linda G 1025 LAUREL OAK ROAD VOORHEES, NJ 08043			EVP and CFO	

Signatures

/s/ Jeffrey M. Taylor, as attorney-in-fact for Linda G. Sullivan 01/29/2018

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).

- Represents shares vested pursuant to an award of performance stock units (PSUs) granted in February 2015 under the American Water Works Company, Inc. 2007 Omnibus Equity Compensation Plan (the "Plan"). This award vested on January 25, 2018. PSUs are settled solely by the delivery of one share of common stock per PSU (and may not be settled in cash).
- Each PSU represented a contingent right to receive one share of Company common stock, based in part on the Company's annual relative total stockholder return over a three-year performance period, beginning on January 1, 2015 and ending December 31, 2017.
 - Represents the above-target earned portion of the TSR performance stock unit. In 2015, the Company granted 2,826 PSUs under the Plan, equal to the number of shares to be received if target performance was achieved.
 - Represents the end of the performance period to which the PSUs relate. This award vested on January 25, 2018.
 - Represents the earned portion of the TSR performance stock units, including target units granted in 2015 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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