

American Water Works Company, Inc.
 Form 3
 May 19, 2014

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 * Â Vallejo Edward (Last) (First) (Middle) 1025 LAUREL OAK ROAD (Street) VOORHEES,Â NJÂ 08043 (City) (State) (Zip) | 2. Date of Event Requiring Statement (Month/Day/Year) 05/09/2014 | 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, Investor Relations | 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 | 10,165 ⁽¹⁾ | D | Â |

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) | |
|---|-------|---------------------------|--------------|--------|----------|-------------------|---|
| Performance Stock Unit | Â (2) | 12/31/2014 ⁽³⁾ | Common Stock | 466 | \$ (2) | D | Â |
| Performance Stock Unit | Â (4) | 12/31/2015 ⁽³⁾ | Common Stock | 499 | \$ (4) | D | Â |
| Performance Stock Unit | Â (5) | 12/31/2016 ⁽³⁾ | Common Stock | 438 | \$ (5) | D | Â |
| Employee Stock Option (right to buy) | Â (6) | 12/31/2017 | Common Stock | 5,074 | \$ 27.08 | D | Â |
| Employee Stock Option (right to buy) | Â (7) | 12/31/2018 | Common Stock | 4,269 | \$ 34.12 | D | Â |
| Employee Stock Option (right to buy) | Â (8) | 12/31/2019 | Common Stock | 2,260 | \$ 39.45 | D | Â |
| Employee Stock Option (right to buy) | Â (9) | 12/31/2020 | Common Stock | 2,550 | \$ 44.06 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|--------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Vallejo Edward 1025 LAUREL OAK ROAD VOORHEES, NJ 08043 | Â | Â | Â VP, Investor Relations | Â |

Signatures

/s/ Thomas Wyatt by Power of Attorney
05/19/2014

__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) Includes (i) 9,571 shares of common stock of American Water Works Company, Inc. (the "Company"), (ii) 338 restricted stock units that settle in common stock on a one share per unit basis and vest in three equal installments on January 1, 2014, 2015 and 2016, less 54 shares withheld for taxes for vested portion of such restricted stock units and (iii) 310 restricted stock units that settle in common stock on a one share per unit basis and vest in three equal installments on January 1, 2015, 2016 and 2017.

(2) Each performance stock unit represents a contingent right to receive one share of common stock of the Company. The actual number of performance stock units that may be earned will be based on the Company's total stockholder return ("TSR") relative to the performance of the other companies in the Dow Jones U.S. Utilities Total Return Index over the three-year performance period beginning on January 1, 2012 and ending December 31, 2014. The number of performance stock units shown in column 3 is equal to the target number of performance stock units that may be earned.

(3) Represents the end of the performance period to which the performance stock units relate.

(4) Each performance stock unit represents a contingent right to receive one share of common stock of the Company. The actual number of performance stock units that may be earned will be based on the Company's TSR relative to the performance of the other companies in the Dow Jones U.S. Utilities Total Return Index over the three-year performance period beginning on January 1, 2013 and ending

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December 31, 2015. The number of performance stock units shown in column 3 is equal to the target number of performance stock units that may be earned.

(5) Each performance stock unit represents a contingent right to receive one share of common stock of the Company. The actual number of performance stock units that may be earned will be based on the Company's TSR relative to the performance of the other companies in the Dow Jones U.S. Utilities Total Return Index over the three-year performance period beginning on January 1, 2014 and ending December 31, 2016. The number of performance stock units shown in column 3 is equal to the target number of performance stock units that may be earned.

(6) The options have vested.

(7) The options vest in three equal installments on January 1, 2013, 2014 and 2015.

(8) The options vest in three equal installments on January 1, 2014, 2015 and 2016.

(9) The options vest in three equal installments on January 1, 2015, 2016 and 2017.

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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