Baker David K
Form 3
March 26, 2010

# 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 Baker David K
(Last) (First) (Middle)

1025 LAUREL OAK ROAD
(Street)

VOORHEES,Â NJÂ 08043
(City) (State) (Zip)

2. Date of Event Requiring Statement (Month/Day/Year)
03/17/2010

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)
_____ Director
_____ 10% Owner
__X__ Officer (give title below)
_____ Other (specify below)
SVP, Western Division

5. 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

## 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 | 1,964 (1) (2) (3) | D | Â |

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

SEC 1473 (7-02)

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

## 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 | | | |

| | | | | Shares | | (I) (Instr. 5) | |
|---|---|---|---|---|---|---|---|
| Employee Stock Option (right to buy) | 01/01/2010 | 12/31/2013 | Common Stock | 4,317 | $ 21.5 | D | Â |
| Employee Stock Option (right to buy) | 01/01/2011 | 12/31/2014 | Common Stock | 4,712 | $ 21.5 | D | Â |
| Employee Stock Option (right to buy) | Â (4) | 12/31/2015 | Common Stock | 6,712 | $ 20.7 | D | Â |
| Employee Stock Option (right to buy) | Â (5) | 12/31/2016 | Common Stock | 15,203 | $ 22.26 | D | Â |
| Performance Stock Unit | Â (6) | 12/31/2011 | Common Stock | 1,202 | $ (6) | D | Â |
| Performance Stock Unit | Â (7) | 12/31/2012 | Common Stock | 2,667 | $ (7) | D | Â |

# Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---|---|---|---|
| | Director | 10% Owner | Officer | Other |
| Baker David K<br>1025 LAUREL OAK ROAD<br>VOORHEES,Â NJÂ 08043 | Â | Â | Â SVP, Western Division | Â |

# Signatures

| /s/ Karen K. Pettiford-Wilson by Power of Attorney | 03/26/2010 |
|---|---|
| **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 1000 shares purchased pursuant to American Water Works Company, Inc.'s Reserved Share Program upon the closing of its initial public offering.

**(2)** Represents 548 shares, less 204 shares withheld for taxes, awarded in connection with the initial public offering of American Water Works Company, Inc. The restricted stock units vested on January 1, 2010.

**(3)** Represents award of 620 restricted stock units that will vest on January 1, 2011.

**(4)** The options vest in three equal installments on January 1, 2010, 2011 and 2012.

**(5)** The options vest in three equal installments on January 1, 2011, 2012 and 2013.

**(6)** 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") 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.

**(7)** 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") 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.

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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