

Sgro Michael A  
 Form 4  
 May 18, 2018

**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 \*  
 Sgro Michael A

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)  
 Director  10% Owner  
 Officer (give title below)  Other (specify below)  
 EVP, General Counsel, Secretary

(Last) (First) (Middle)  
 1025 LAUREL OAK ROAD  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
 05/16/2018

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

VOORHEES, NJ 08043  
 (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 Indirect Beneficial Ownership (Instr. 4)		
				(A) or (D)	Price				
Common Stock	05/16/2018		M	V	7,087	A	\$ 65.15	17,180 <sup>(1)</sup>	D
Common Stock	05/16/2018		M	V	8,939	A	\$ 52.75	26,119	D
Common Stock	05/16/2018		S	V	16,026	D	\$ 80.54 <sup>(2)</sup>	10,093	D

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

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SEC 1474 (9-02)

displays a currently valid OMB control 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 Securities (Instr. 3 and 4)	8. Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 52.75	05/16/2018		M	8,939	<u>(3)</u> 12/31/2021	Common Stock	8,939
Employee Stock Option (right to buy)	\$ 65.15	05/16/2018		M	7,087	<u>(4)</u> 12/31/2022	Common Stock	7,087

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Sgro Michael A 1025 LAUREL OAK ROAD VOORHEES, NJ 08043			EVP, General Counsel, Secretary	

## Signatures

/s/ Jeffrey M. Taylor, as attorney-in-fact for Michael A. Sgro 05/18/2018

\_\_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).

Includes 34 shares acquired pursuant to the automatic reinvestment in shares of common stock of American Water Works Company, Inc. (1) (the "Company") of cash dividends paid on Company common stock to the reporting person, received since the reporting person's last Form 4 report.

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- The price reported is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$80.50 to \$80.60, inclusive. The reporting person undertakes to provide to the Company, any security holder thereof, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth above.
- (2) The option award granted on February 17, 2015 and representing a right to purchase 10,870 shares, vested in three equal installments on January 1, 2016, January 1, 2017 and January 1, 2018.
  - (3) The option award granted on February 16, 2016 and representing a right to purchase 11,836 shares, vests in three equal installments on January 1, 2017, January 1, 2018 and January 1, 2019.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.