

AMERICAN WATER WORKS COMPANY, INC.

Reported by
NORTON CHERYL

FORM 3

(Initial Statement of Beneficial Ownership)

Filed 03/03/20 for the Period Ending 03/01/20

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|-------------|--|
| Address | 1 WATER STREET CAMDEN, NJ, 08102-1658 |
| Telephone | 856-955-4001 |
| CIK | 0001410636 |
| Symbol | AWK |
| SIC Code | 4941 - Water Supply |
| Industry | Water Utilities |
| Sector | Utilities |
| Fiscal Year | 12/31 |

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

| | | | |
|--|--|--|--|
| 1. Name and Address of Reporting Person * Norton Cheryl <small>(Last) (First) (Middle)</small> 1 WATER STREET <small>(Street)</small> CAMDEN, NJ 08102-1658 <small>(City) (State) (Zip)</small> | | 2. Date of Event Requiring Statement (MM/DD/YYYY) 3/1/2020 | 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 (give title below) <input type="checkbox"/> Other (specify below) SVP, Chief Envrn Off & East Div / | | 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) Common Stock | 2. Amount of Securities Beneficially Owned (Instr. 4) 9594 (1) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) D | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|--|---|

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivate Security (Instr. 4) | 2. Date Exercisable and Expiration Date (MM/DD/YYYY) | 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 (I) (Instr. 5) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|--|---|---------------------|--|---|---|
| | | Date Exercisable | Expiration Date | | | |
| Employee Stock Option (right to buy) | (2) | 12/31/2021 | Common Stock | 591.0 (3) | \$52.75 | D |
| Employee Stock Option (right to buy) | (4) | 12/31/2022 | Common Stock | 2315.0 (5) | \$65.15 | D |

Explanation of Responses:

- (1) 1,959 of the shares indicated constitute restricted stock units that settle in shares of American Water Works Company, Inc. common stock on a one share per unit basis.
- (2) This option award vested in three equal installments on January 1, 2016, 2017 and 2018.
- (3) The option award granted on February 15, 2015, representing a right to purchase 1,773 shares, has vested in full, and the reporting person previously exercised and sold 1,182 shares.
- (4) This option award vested in three equal installments on January 1, 2017, 2018 and 2019.
- (5) The option award granted on February 16, 2016, representing a right to purchase 3,472 shares, has vested in full, and the reporting person previously exercised and sold 1,157 shares.

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|--|-------|
| | Director | 10% Owner | Officer | Other |
| Norton Cheryl 1 WATER STREET CAMDEN, NJ 08102-1658 | | | SVP, Chief Envrn Off & East Div | |

Signatures

/s/ **Jeffrey M. Taylor, as attorney-in-fact for Cheryl Norton** 3/3/2020
Signature of Reporting Person Date

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

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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.

LIMITED POWER OF ATTORNEY FOR SEC REPORTING OBLIGATIONS

Effective as of the date set forth below (the "Effective Date"), the undersigned hereby constitutes, and appoints each of M. Susan Hardwick, Michael A. Sgro and Jeffrey M. Taylor, or any of them acting singly, with full power of substitution, as the undersigned's true and lawful attorney-in-fact to, beginning on and as of the Effective Date:

1. Prepare, execute in the undersigned's name and on the undersigned's behalf, and submit to the U.S. Securities and Exchange Commission (the "SEC") a Form ID including amendments thereto, and any other documents necessary or appropriate to obtain codes, passwords and passphrases enabling the undersigned to make electronic filings with the SEC of reports required by Section 16(a) of the Securities Exchange Act of 1934, as amended, and the rules and regulations promulgated thereunder, each as amended from time to time ("Section 16(a) and Related Rules");
2. Prepare, execute for and on behalf of the undersigned, in the undersigned's capacity as an officer and/or director of American Water Works Company, Inc. (the "Company"), Forms 3, 4, and 5 in accordance with Section 16(a) and Related Rules, and Form 144 in accordance with Rule 144 promulgated under the Securities Act of 1933, as amended, and the rules and regulations thereunder (the "1933 Act"), including any amendments thereto, relating to the securities of the Company, and file the same with the SEC and any securities exchange in accordance with Section 16(a) and Related Rules and the 1933 Act, respectively;
3. Seek or obtain, on behalf of the undersigned, information on transactions in the Company's securities from any third party, including brokers, employee benefit plan administrators and trustees; the undersigned hereby authorizes any such person to release any such information to the attorney-in-fact and approves and ratifies any such release of information; and
4. Perform any and all other acts for and on behalf of the undersigned that, in the discretion of such attorney-in-fact, are necessary or desirable in connection with the foregoing.

The undersigned hereby grants each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary or appropriate to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if present, with full power of substitution, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this Limited Power of Attorney. The undersigned acknowledges and the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934 or the 1933 Act.

The Limited Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 144, 3, 4, and 5 with respect to the undersigned's holdings of and transactions in the Company's securities, unless earlier revoked by the undersigned in a signed writing delivered to each such attorney-in-fact. In addition, this Limited Power of Attorney shall automatically be revoked as to any attorney-in-fact constituted or appointed hereunder upon termination of such person's employment with the Company. This Limited Power of Attorney shall constitute an automatic revocation of any prior Limited Power of Attorney executed by the undersigned with respect to the subject matter hereof.

IN WITNESS WHEREOF, the undersigned has caused this Limited Power of Attorney to be executed as of this 26th day of February, 2020, to be effective as of the Effective Date.

/s/ Cheryl Norton
(Signature)

Cheryl Norton
(Printed Name)