

AMERICAN WATER WORKS COMPANY, INC.

Reported by
KENNEDY MELANIE M

FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 05/17/19 for the Period Ending 05/16/19

| | |
|-------------|--|
| 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 |

FORM 4

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

OMB APPROVAL
OMB Number: 3235-0287
Estimated average burden
hours per response... 0.5

[] 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 or
Section 30(h) of the Investment Company Act of 1940

| | | |
|---|---|--|
| 1. Name and Address of Reporting Person -* Kennedy Melanie M (Last) (First) (Middle) 1 WATER STREET (Street) CAMDEN, NJ 08102-1658 (City) (State) (Zip) | 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) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> X Officer (give title below) <input type="checkbox"/> Other (specify below) SVP, Human Resources |
| 3. Date of Earliest Transaction (MM/DD/YYYY) <p align="center">5/16/2019</p> | | 6. Individual or Joint/Group Filing (Check Applicable Line) <input type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person |
| 4. If Amendment, Date Original Filed (MM/DD/YYYY) | | |

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Trans. Date | 2A. Deemed Execution Date, if any | 3. Trans. 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) |
|---------------------------------|----------------|-----------------------------------|---------------------------|---|---|------------|----------|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| Common Stock | 5/16/2019 | | M | | 1776 | A | \$39.45 | 8199 (1) | D | |
| Common Stock | 5/16/2019 | | S | | 1776 | D | \$109.80 | 6423 | D | |
| Common Stock | 5/16/2019 | | M | | 2053 | A | \$44.06 | 8476 | D | |
| Common Stock | 5/16/2019 | | S | | 2053 | D | \$109.80 | 6423 | D | |

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

| 1. Title of Derivate Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Trans. Date | 3A. Deemed Execution Date, if any | 4. Trans. 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 | | 7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4) | | 8. Price of Derivative Security (Instr. 5) | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|--|--|----------------|-----------------------------------|---------------------------|---|--|-----|---|-----------------|---|----------------------------|--|--|--|--|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | | |
| Employee Stock Option (right to buy) | \$39.45 | 5/16/2019 | | M | | 1776 | | (2) | 12/31/2019 | Common Stock | 1776.0 | \$0 | 0 | D | |
| Employee Stock Option (right to buy) | \$44.06 | 5/16/2019 | | M | | 2053 | | (3) | 12/31/2020 | Common Stock | 2053.0 | \$0 | 0 | D | |

Explanation of Responses:

- (1) Includes 19 shares acquired pursuant to the automatic reinvestment in shares of common stock of American Water Works Company, Inc. (the "Company") of cash dividends paid on Company common stock to the reporting person, received since the reporting person's last Form 4 report.
- (2) This option award granted on February 21, 2013, representing a right to purchase 1,776 shares, vested in three equal installments on January 1, 2014, 2015 and 2016.
- (3) This option award granted on February 20, 2014, representing a right to purchase 2,053 shares, vested in three equal installments on January 1, 2015, 2016 and 2017.

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|----------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Kennedy Melanie M 1 WATER STREET CAMDEN, NJ 08102-1658 | | | SVP, Human Resources | |

Signatures

/s/ Jeffrey M. Taylor, as attorney-in-fact for Melanie M. Kennedy

5/17/2019

**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 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).

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.