

# AMERICAN WATER WORKS COMPANY, INC.

Reported by  
**SGRO MICHAEL A**

## 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

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

1. Name and Address of Reporting Person *		2. Issuer Name and Ticker or Trading Symbol		5. Relationship of Reporting Person(s) to Issuer (Check all applicable)	
Sgro Michael A		American Water Works Company, Inc. [AWK]		<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) <b>EVP, General Counsel, Secretary</b>	
(Last) (First) (Middle)		3. Date of Earliest Transaction (MM/DD/YYYY)			
1 WATER STREET		5/16/2019			
(Street)		4. If Amendment, Date Original Filed (MM/DD/YYYY)		6. Individual or Joint/Group Filing (Check Applicable Line)	
CAMDEN, NJ 08102-1658				<input type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person	
(City) (State) (Zip)					

**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)			
Common Stock	5/16/2019		M		1931	A	\$52.75	16783 (1)	D
Common Stock	5/16/2019		S		1931	D	\$110.93 (2)	14852	D
Common Stock	5/16/2019		M		4749	A	\$65.15	19601	D
Common Stock	5/16/2019		S		4749	D	\$110.93 (2)	14852	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)	\$52.75	5/16/2019		M		1931		(3)	12/31/2021	Common Stock	1931.0	\$0	0 (4)	D	
Employee Stock Option (right to buy)	\$65.15	5/16/2019		M		4749		(5)	12/31/2022	Common Stock	4749.0	\$0	0 (6)	D	

### Explanation of Responses:

- Includes 49 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.
- The price reported is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$110.90 to \$110.98, inclusive. The report 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.
- The option award granted on February 17, 2015, representing a right to purchase 10,870 shares, vested in three equal installments on January 1, 2016, 2017 and 2018.
- A prior exercise of 8,939 shares underlying this option was previously reported.
- The option award granted on February 16, 2016, representing a right to purchase 11,836 shares, vested in three equal installments on January 1, 2017, 2018 and 2019.
- A prior exercise of 7,087 shares underlying this option was previously reported.

### Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Sgro Michael A 1 WATER STREET			EVP, General Counsel, Secretary	

**Signatures**

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

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.

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