

Section 1: 4 (FORM 4)

FORM 4

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

OMB APPROVAL	
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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

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

(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) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) EVP, General Counsel, Secretary		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 05/16/2019			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		
1 WATER STREET			4. If Amendment, Date Original Filed (Month/Day/Year)					
(Street)								
CAMDEN, NJ 08102-1658								
(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)	
			Code	V	Amount	(A) or (D)				Price
Common Stock	05/16/2019		M		1,931	A	\$52.75	16,783 ⁽¹⁾	D	
Common Stock	05/16/2019		S		1,931	D	\$110.93 ⁽²⁾	14,852	D	
Common Stock	05/16/2019		M		4,749	A	\$65.15	19,601	D	
Common Stock	05/16/2019		S		4,749	D	\$110.93 ⁽²⁾	14,852	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)

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. 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		Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Employee Stock Option (right to buy)	\$52.75	05/16/2019		M		1,931	⁽³⁾ 12/31/2021	Common Stock	1,931	\$ 0	0 ⁽⁴⁾	D		
Employee Stock Option (right to buy)	\$65.15	05/16/2019		M		4,749	⁽⁵⁾ 12/31/2022	Common Stock	4,749	\$ 0	0 ⁽⁶⁾	D		

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Sgro Michael A 1 WATER STREET CAMDEN, NJ 08102-1658			EVP,General Counsel, Secretary	

Signatures

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

05/17/2019

--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).
 - (1) 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.
 - (2) 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.
 - (3) A prior exercise of 8,939 shares underlying this option was previously reported.
 - (4) 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.
 - (5) A prior exercise of 7,087 shares underlying this option was previously reported.

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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[\(Back To Top\)](#)