

AMERICAN WATER WORKS COMPANY, INC.

Reported by
WARNOCK LOYD A

FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 05/16/19 for the Period Ending 05/15/19

Address	1 WATER STREET CAMDEN, NJ, 08102-1658
Telephone	856-955-4001
CIK	0001410636
Symbol	AWK
Fiscal Year	12/31

FORM 4

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

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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 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)		
Warnock Loyd 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) SVP, Ext. Affairs, Bus. Dev.		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (MM/DD/YYYY)					
1 WATER STREET			5/15/2019					
(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)	Price			
Common Stock	5/15/2019		M		2594	A	\$46.45	18314	D	
Common Stock	5/15/2019		S		2594	D	\$111.04 (1)	15720	D	
Common Stock	5/15/2019		M		2075	A	\$52.75	17795	D	
Common Stock	5/15/2019		S		2075	D	\$111.04 (1)	15720	D	
Common Stock	5/15/2019		M		4833	A	\$65.15	20553	D	
Common Stock	5/15/2019		S		4833	D	\$111.04 (1)	15720	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)	\$46.45	5/15/2019		M		2594		(2)	12/31/2020	Common Stock	2594.0	\$0	0 (3)	D	
Employee Stock Option (right to buy)	\$52.75	5/15/2019		M		2075		(4)	12/31/2021	Common Stock	2075.0	\$0	0 (5)	D	
Employee Stock Option (right to buy)	\$65.15	5/15/2019		M		4833		(6)	12/31/2022	Common Stock	4833.0	\$0	0 (7)	D	

Explanation of Responses:

- The price reported is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$111.03 to \$111.08, inclusive. The report person undertakes to provide to American Water Works Company, Inc., 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 April 28, 2014, representing a right to purchase 12,273 shares, vested in three equal installments on January 1, 2015, 2016 and 2017.
- Prior exercises of a total of 9,679 shares underlying this option were previously reported.
- The option award granted on February 17, 2015, representing a right to purchase 10,435 shares, vested in three equal installments on January 1, 2016, 2017 and 2018.
- Prior exercises of a total of 8,360 shares underlying this option were previously reported.
- The option award granted on February 16, 2016, representing a right to purchase 10,108 shares, vested in three equal installments on January 1, 2017, 2018 and 2019.
- Prior exercises of a total of 5,275 shares underlying this option were previously reported.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Warnock Loyd A 1 WATER STREET CAMDEN, NJ 08102-1658			SVP, Ext. Affairs, Bus. Dev.	

Signatures/s/ Jeffrey M. Taylor, as attorney-in-fact for Loyd A. Warnock5/16/2019

**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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