

# Section 1: 4 (FORM 4)

## 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

### 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 * Warnock Loyd 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) SVP, Ext. Affairs, Bus. Dev.		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 05/15/2019			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)	<b>Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned</b>					

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	05/15/2019		M		2,594	A	\$46.45	18,314	D	
Common Stock	05/15/2019		S		2,594	D	\$111.04 (1)	15,720	D	
Common Stock	05/15/2019		M		2,075	A	\$52.75	17,795	D	
Common Stock	05/15/2019		S		2,075	D	\$111.04 (1)	15,720	D	
Common Stock	05/15/2019		M		4,833	A	\$65.15	20,553	D	
Common Stock	05/15/2019		S		4,833	D	\$111.04 (1)	15,720	D	

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

**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.**

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		(A)	(D)						Date Exercisable
Employee Stock Option (right to buy)	\$46.45	05/15/2019		M		2,594	(2)	12/31/2020	Common Stock	2,594	\$ 0	0 (3)	D	

Employee Stock Option (right to buy)	\$52.75	05/15/2019		M		2,075	(4)	12/31/2021	Common Stock	2,075	\$ 0	0 (5)	D
Employee Stock Option (right to buy)	\$65.15	05/15/2019		M		4,833	(6)	12/31/2022	Common Stock	4,833	\$ 0	0 (7)	D

## 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. Warnock

05/16/2019

\*\*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).

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 (1) 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.

(2) 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.

(3) Prior exercises of a total of 9,679 shares underlying this option were previously reported.

(4) 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.

(5) Prior exercises of a total of 8,360 shares underlying this option were previously reported.

(6) 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.

(7) Prior exercises of a total of 5,275 shares underlying this option were 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.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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