

DEBENEDICTIS NICHOLAS  
Form 4  
February 04, 2013

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**DEBENEDICTIS NICHOLAS**

2. Issuer Name and Ticker or Trading Symbol  
**AQUA AMERICA INC [WTR]**

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
**762 W LANCASTER AVE.**

3. Date of Earliest Transaction (Month/Day/Year)  
**01/31/2013**

Director  10% Owner  
 Officer (give title below)  Other (specify below)

**CHAIRMAN & PRESIDENT**

(Street)  
**BRYN MAWR, PA 19010**

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

**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)
Common Stock-GRAT	01/31/2013		J	(A) or (D) D	\$ 60,225 (1) 27.29	0	I GRAT #4 - Spouse
Common Stock Ownership By Spouse	01/31/2013		J	(A) or (D) A	\$ 60,225 (1) 27.29	70,828	I Spouse
Common Stock Ownership By Spouse	01/31/2013		G	(A) or (D) V D	\$ 6,548 (2) 27.29	64,280	I Spouse

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Common Stock	282,869.27	D	
Common Stock-GRAT	69,296	I	GRAT #4
Common Stock - Ownership By Trust	171,488	I	Trust
Common Stock - Ownership By Trust	185,160	I	Trust - Spouse
Common Stock - IRA	4,144	D	
Common Stock - IRA	3,313	I	IRA - Spouse
Common Stock 401k	15,192.14 (3)	I	401k

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

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(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 (Instr. 6)
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						Code	V	(A)	(D)

## Reporting Owners

Reporting Owner Name / Address

Relationships

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Director    10% Owner    Officer    Other

DEBENEDICTIS NICHOLAS  
762 W LANCASTER AVE.                    X                    CHAIRMAN & PRESIDENT  
BRYN MAWR, PA 19010

## Signatures

/s/ Brian Dingerdissen, attorney-in-fact for Mr.                    02/04/2013  
DeBenedictis

\_\_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) On January 31, 2013, in connection with the Grantor Retained Annuity Trust's (GRAT) termination, an amount of 60,225 shares held in the GRAT were distributed to the reporting person's spouse.
- (2) On January 31, 2013, in connection with the GRAT's termination, an amount of 6,548 shares held in the GRAT were transferred to the "Children's Trusts" as a gift.
- (3) Includes 55.43 additional shares acquired under the Company's 401k plan since the last filing.

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.