

Smith Mark S
 Form 3
 September 27, 2012

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL
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INITIAL STATEMENT OF 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 * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â Smith Mark S | | (Month/Day/Year) | American Water Works Company, Inc. [AWK] | |
| (Last) | (First) | (Middle) | 09/20/2012 | |
| 1025 LAUREL OAK ROAD | | | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| (Street) | | | (Check all applicable) | |
| VOORHEES,Â NJÂ 08043 | | | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| (City) | (State) | (Zip) | <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
| | | | (give title below) (specify below) | <input type="checkbox"/> Form filed by More than One Reporting Person |
| | | | VP & Chief Information Officer | |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|---|
| Common Stock | 304 ⁽¹⁾ ₍₂₎ | D | Â |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) or Indirect | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|---|--|--|---|
| | Date Exercisable | Expiration Date | Title | Amount or Number of | |

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| | | | | Shares | | (I) (Instr. 5) | |
|---|-------|------------|-----------------|--------|----------|-------------------|---|
| Employee Stock Option (right to buy) | Â (3) | 12/31/2016 | Common Stock | 576 | \$ 21.51 | D | Â |
| Employee Stock Option (right to buy) | Â (4) | 12/31/2017 | Common Stock | 981 | \$ 27.08 | D | Â |
| Employee Stock Option (right to buy) | Â (5) | 12/31/2018 | Common Stock | 4,008 | \$ 34.12 | D | Â |
| Performance Stock Unit | Â (6) | 12/31/2012 | Common Stock | 323 | \$ (6) | D | Â |
| Performance Stock Unit | Â (7) | 12/31/2013 | Common Stock | 168 | \$ (7) | D | Â |
| Performance Stock Unit | Â (8) | 12/31/2014 | Common Stock | 438 | \$ (8) | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|----------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Smith Mark S 1025 LAUREL OAK ROAD VOORHEES, NJ 08043 | Â | Â | Â VP & Chief Information Officer | Â |

Signatures

/s/ Karen K. Pettiford-Wilson by Power of Attorney 09/27/2012

__Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(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) Represents the earned portion of the Award on 2/20/2009, or 368 shares, less 128 shares withheld for taxes, that vested on February 23, 2012.
- (2) Represents 64.2905 shares purchased through the Employee Stock Purchase Plan.
- (3) The option award of 1,728 shares, on 3/25/2010, that vests in three equal installments on January 1, 2011, 2012 and 2013.
- (4) The option award of 1,471 shares, on 2/24/2011, that vests in three equal installments on January 1, 2012, 2013 and 2014.
- (5) The option award of 4,008 shares, on 2/23/2012, that vests in three equal installments on January 1, 2013, 2014 and 2015.

- Each performance stock unit represents a contingent right to receive one share of American Water's (the "Company") common stock. The actual number of performance stock units that may be earned will be based on the Company's annual total stockholder return ("TSR") relative to the performance of the other companies in the Dow Jones U.S. Utility Index over the three-year performance period beginning on January 1, 2010 and ending December 31, 2012. The number of performance stock units shown in column 5 is equal to the target number of performance stock units that may be earned.
- (6) relative to the performance of the other companies in the Dow Jones U.S. Utility Index over the three-year performance period beginning on January 1, 2010 and ending December 31, 2012. The number of performance stock units shown in column 5 is equal to the target number of performance stock units that may be earned.
 - (7) Each performance stock unit represents a contingent right to receive one share of American Water's (the "Company") common stock. The actual number of performance stock units that may be earned will be based on the Company's annual total stockholder return ("TSR") relative to the performance of the other companies in the Dow Jones U.S. Utility Index over the three-year performance period beginning

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on January 1, 2011 and ending December 31, 2013. The number of performance stock units shown in column 5 is equal to the target number of performance stock units that may be earned.

- Each performance stock unit represents a contingent right to receive one share of American Water's (the "Company") common stock. The actual number of performance stock units that may be earned will be based on the Company's annual total stockholder return ("TSR")
- (8) relative to the performance of the other companies in the Dow Jones U.S. Utility Index over the three-year performance period beginning on January 1, 2012 and ending December 31, 2014. The number of performance stock units shown in column 5 is equal to the target number of performance stock units that may be earned.

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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