

American Water Works Company, Inc.
 Form 3
 March 03, 2017

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 Kennedy Melanie M		(Month/Day/Year)	American Water Works Company, Inc. [AWK]	
(Last)	(First)	(Middle)	03/01/2017	
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
			SVP, Human Resources	

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	3,251 ⁽¹⁾	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 (2)	12/31/2018	Common Stock	1,114	\$ 34.12	D	Â
Employee Stock Option (right to buy)	Â (3)	12/31/2019	Common Stock	1,776	\$ 39.45	D	Â
Employee Stock Option (right to buy)	Â (4)	12/31/2020	Common Stock	2,053	\$ 44.06	D	Â
Employee Stock Option (right to buy)	Â (5)	12/31/2021	Common Stock	1,990	\$ 52.75	D	Â
Employee Stock Option (right to buy)	Â (6)	12/31/2022	Common Stock	1,969	\$ 65.15	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Kennedy Melanie M 1025 LAUREL OAK ROAD VOORHEES, NJ 08043	Â	Â	Â SVP, Human Resources	Â

Signatures

/s/ Jeffrey M. Taylor, as attorney-in-fact for Melanie M.
Kennedy

03/03/2017

**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).

890 of the shares indicated are restricted stock units issued under the American Water Works Company, Inc. ("American Water") 2007

- (1) Omnibus Equity Compensation Plan (the "Plan"), which settle solely in shares of American Water common stock on a one share per unit basis. The restricted stock units vest on the first, second and third anniversaries of the date of grant.
- (2) This option was issued under the Plan and vested in three equal installments on January 1, 2013, 2014 and 2015.
- (3) This option was issued under the Plan and vested in three equal installments on January 1, 2014, 2015 and 2016.
- (4) This option was issued under the Plan and vested in three equal installments on January 1, 2015, 2016 and 2017.
- (5) This option was issued under the Plan and vests in three equal installments on January 1, 2016, 2017 and 2018.
- (6) This option was issued under the Plan and vests in three equal installments on January 1, 2017, 2018 and 2019.

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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