

AMERICAN WATER WORKS CO INC

Form 4

January 14, 2003

**FORM 4**UNITED STATES SECURITIES AND EXCHANGE  
COMMISSION  
Washington, D.C. 20549

OMB APPROVAL

☒ 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**

OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours per response. . .0.5

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

Filed By Romeo & Dye's Instant Form 4 Filer  
www.section16.net

|                                                                                                                           |                                      |                                                    |                                                                                                         |                                                                 |                                                                                                                                                                                                                |           |                                                                                                                                                                                                     |                                                          |                                                       |
|---------------------------------------------------------------------------------------------------------------------------|--------------------------------------|----------------------------------------------------|---------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------|
| 1. Name and Address of Reporting Person*                                                                                  |                                      |                                                    | 2. Issuer Name and Ticker or Trading Symbol<br><b>American Water Works Company, Inc. - AWK</b>          |                                                                 |                                                                                                                                                                                                                |           | 6. Relationship of Reporting Person(s) to Issuer (Check all applicable)                                                                                                                             |                                                          |                                                       |
| <b>Smith Gerald C.</b><br>(Last) (First) (Middle)<br><b>1025 Laurel Oak Road</b><br>(Street)<br><b>Voorhees, NJ 08043</b> |                                      |                                                    | 3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)<br><br><b>171-26-9073</b> |                                                                 | 4. Statement for Month/Day/Year<br><b>01/10/03</b>                                                                                                                                                             |           | <input checked="" type="checkbox"/> Director —<br><input type="checkbox"/> 10% Owner —<br><input type="checkbox"/> Officer (give title below) —<br><input type="checkbox"/> Other (specify below) — |                                                          |                                                       |
|                                                                                                                           |                                      |                                                    | 5. If Amendment, Date of Original (Month/Day/Year)                                                      |                                                                 | 7. Individual or Joint/Group Filing (Check Applicable Line)<br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br><input type="checkbox"/> Form filed by More than One Reporting Person |           |                                                                                                                                                                                                     |                                                          |                                                       |
| (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 & 5) |                                                                                                                                                                                                                |           | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 & 4)                                                                                                         | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
| Common                                                                                                                    | 01/10/03                             |                                                    | D                                                                                                       | Code                                                            | V                                                                                                                                                                                                              | Amount    | (A) or (D)                                                                                                                                                                                          | Price                                                    |                                                       |
|                                                                                                                           |                                      |                                                    |                                                                                                         |                                                                 |                                                                                                                                                                                                                | 23,262.27 | D                                                                                                                                                                                                   | (1)                                                      | 0                                                     |
| Common                                                                                                                    | 01/10/03                             |                                                    | D                                                                                                       |                                                                 |                                                                                                                                                                                                                | 72.6005   | D                                                                                                                                                                                                   | (1)                                                      | 0                                                     |
|                                                                                                                           |                                      |                                                    |                                                                                                         |                                                                 |                                                                                                                                                                                                                |           |                                                                                                                                                                                                     |                                                          | I                                                     |
|                                                                                                                           |                                      |                                                    |                                                                                                         |                                                                 |                                                                                                                                                                                                                |           |                                                                                                                                                                                                     |                                                          | By Spouse/Custodian for Grandchildren                 |

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).

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

**FORM 4 (continued) 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 | 3. Transaction Date | 3A. Deemed Execution Date, if any | 4. Transaction Code | 5. Number of Derivatives | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 & 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned | 10. Ownership Form of Derivative | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|--------------------------------------------|-----------------------------------------------|---------------------|-----------------------------------|---------------------|--------------------------|----------------------------------------------------------|-------------------------------------------------------------|--------------------------------------------|-------------------------------------------------------|----------------------------------|--------------------------------------------------------|

# Edgar Filing: AMERICAN WATER WORKS CO INC - Form 4

|  | Security | (Month/<br>Day/<br>Year) | (Month/<br>Day/<br>Year) | (Instr.<br>8) | Acquired<br>(A) or<br>Disposed<br>of (D) |  | (Instr.<br>3, 4 &<br>5) | Code | V | (A) | (D) | Date<br>Exer-cisable | Expira-<br>tion<br>Date | Title | Amount<br>or<br>Number<br>of<br>Shares | Following<br>Reported<br>Transaction(s)<br>(Instr. 4) | ative<br>Security:<br>Direct<br>(D)<br>or<br>Indirect<br>(I)<br>(Instr. 4) |  |
|--|----------|--------------------------|--------------------------|---------------|------------------------------------------|--|-------------------------|------|---|-----|-----|----------------------|-------------------------|-------|----------------------------------------|-------------------------------------------------------|----------------------------------------------------------------------------|--|
|  |          |                          |                          |               |                                          |  |                         |      |   |     |     |                      |                         |       |                                        |                                                       |                                                                            |  |

## Explanation of Responses:

(1) Disposed of pursuant to merger agreement among issuer, RWE Aktiengesellschaft, Thames Water Aqua Holdings GmbH and Apollo Acquisition Company whereby each share of issuer common stock issued and outstanding was converted into the right to receive \$46 per share on the effective date merger (January 10, 2003).

By: /s/ **Taara C. Young**  
**Attorney-in-Fact**  
 \*\*Signature of Reporting Person

**01/14/03**  
 Date

\*\*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.

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 Number.

OWER OF ATTORNEY

Know all by these presents, that the undersigned hereby constitutes and appoints

W. Timothy Pohl, George Patrick, Taara Young, and Margaret Tracy signing singly, the undersigned's  
 attorney-in-fact to:

(1) execute for and on behalf of the undersigned, in the undersigned's capacity as an  
 officer and/or director of American Water Works Comanpy, Inc.(the "Company"), Forms 3, 4, and 5  
 in accordance with Section 16(a) of the Securities Exchange Act of 1934 and the rules thereunder;

(2) do and perform any and all acts for and on behalf of the undersigned which may be necessary or  
 desirable to complete and execute any such Form 3, 4, or 5, complete and execute any amendment or  
 amendments thereto, and file such form with the United States Securities and Exchange Commission  
 and any stock exchange or similar authority; and

Edgar Filing: AMERICAN WATER WORKS CO INC - Form 4

(3) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4, and 5 with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 5 day of September, 2002.

Signature: /s/

Print Name: Gerald C. Smith