Burke Sean Form 4 February 23, 2010

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

OMB APPROVAL

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Check this box

obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Burke Sean

(Last)

(First)

(Middle)

1025 LAUREL OAK ROAD

(Street)

2. Issuer Name and Ticker or Trading

Symbol

American Water Works Company,

Inc. [AWK] 3. Date of Earliest Transaction

(Month/Day/Year)

02/19/2010

4. If Amendment, Date Original

Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to

Issuer

below)

(Check all applicable)

Director 10% Owner X_ Officer (give title Other (specify

below)

SVP, Human Resources

6. Individual or Joint/Group Filing(Check Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

VOORHEES, NJ 08043

(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of Security (Instr. 3)

2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, if

(Month/Day/Year)

Code (Instr. 8)

3.

TransactionAcquired (A) or Disposed of (D) (Instr. 3, 4 and 5)

4. Securities

5. Amount of Securities Beneficially Owned Following

Reported

Transaction(s)

Form: Direct (D) or Indirect (I) (Instr. 4)

6. Ownership 7. Nature of Indirect Beneficial Ownership (Instr. 4)

(9-02)

(A) or Code V Amount

(1)

(Instr. 3 and 4) (D) Price

Common Stock

02/19/2010

02/19/2010

A

1,485

\$0 5,318

D

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

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

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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 orDerivative 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)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 21.5	02/19/2010	02/19/2010	A	11,295	01/01/2011	12/31/2014	Common Stock	11,295 (2)

Reporting Owners

Reporting Owner Name / Address	Relationships						
. 0	Director	10% Owner	Officer		Other		
Burke Sean							
			CTID II	~			

1025 LAUREL OAK ROAD VOORHEES, NJ 08043

SVP, Human Resources

Signatures

(1)

/s/ Karen K. Pettiford-Wilson by Power of Attorney previously filed 02/23/2010

**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).

Represents the earned portion of performance-based restricted stock units awarded in connection with the Issuer's initial public offering. The number of restricted stock units earned was determined based upon a comparison of (a) the sum of American Water's actual audited net income for 2008 (as adjusted) and American Water's actual audited net income for 2009 (as adjusted) to (b) the sum of American Water's target net income for 2008 (as adjusted) and American Water's target net income for 2009 (as adjusted) at the time of the initial public offering. The number of restricted stock units earned equaled 43.13% of the units initially granted (which would have been fully earned if maximum performance metrics were achieved) and was based on the amount referenced in (a) above equaling 93.46% of the amount referenced in (b) above. The earned restricted stock units will vest on January 1, 2011.

Represents the earned portion of performance-based nonqualified stock options awarded in connection with the Issuer's initial public offering. The number of shares underlying the earned portion of the nonqualified stock options equaled 43.13% of the shares underlying the nonqualified stock options initially granted and was determined based upon the formula described in footnote 1 above.

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.

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