AMERICAN WATER WORKS CO INC

Form 4

January 14, 2003

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

X 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 APPROVAL

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 A	Address of Repo			ame and Ticke Water Works		Pe	6. Relationship of Reporting Person(s) to Issuer (Check all applicable)						
(Last	t) (First) (N	of Reporting Person,					atement for h/Day/Year b/03	10 <u>X</u> Ot	Director				
(Street) Voorhees, NJ 08043								5. If Amendment, Date of Original (Month/Day/Year)		7. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person Form filed by More than One Reporting Person			
(Ci	7	[ab]	le I Non-Dei	rivativ	e Secui	curities Acquired, Disposed of, or Beneficially Owned							
1. Title of Security (Instr. 3)	2. Trans- action Date (Month/ Day/ Year)	2A. Deemed Execution Date, if any (Month/Day/ Year)	3. Transaction Code (Instr. 8		4. Securities A or Disposed of (Instr. 3, 4 & Amount	Acquire of (D) 5) (A) or	ed (A)	5. Amount of Securities Beneficially Owned Follow- ing Reported Transactions(s) (Instr. 3 & 4)		6. Owner- ship Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
Common	01/10/03		D		12,150.994	(D) D	(1)	(IIISU. 3 & 4)	0	D			
Common	01/10/03		D D		2,442.2347 9,648.1993	D	(1)		0	I	By 401(k) By ESOP		

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

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FORM 4 (continued) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

^{*} If the form is filed by more than one reporting person, see Instruction 4(b)(v).

1. Title of Derivative Security (Instr. 3)	Exercise Price of Derivative Security	action Date (Month/ Day/	Deemed Execution Date, if any (Month/ Day/ Year)	4. Trans- action Code (Instr. 8)	D So A or of	Derivative ecurities acquired (A)			Securities		Derivative Security (Instr. 5)	Derivative Securities Beneficially Owned Following Reported	Form	
				Code	V (A		Date Exer-cisable	Expira- tion Date	Title	Amount or Number of Shares			or Indirect (I) (Instr. 4)	
Deferred Stock	(2)	01/10/03		D		11,011.27			Common	11,011.27	(2)	0	D	
Emp Stock Option	\$22.56	01/10/03		D		47,000	(3)	05/04/10	Common	47,000	(3)	0	D	
Emp Stock Option	\$28.1875	01/10/03		D		6,500	(4)	01/03/11	Common	6,500	(4)		D	

Explanation of Responses:

- (1) Disposed of pursuant to merger agreement among issuer, RWE Aktiengesellschaft (RWE), Thames Water Aqua Holdings GmbH (Thames) and Apollo Acquisition Company (Apollo) whereby each share of issuer common stock issued and outstanding was converted into the right to receive \$46 per share on the effective date of merger (January 10, 2003).
- (2) These phantom shares were disposed of under the Reporting Person's deferred stock account in accordance with the merger agreement among issuer, RWE, Thames and Apollo. (See footnote 1 above).
- (3) This option, which provided for vesting in three equal installments beginning May 4, 2001, was canceled in the merger in exchange for a cash payment representing the difference between the exercise price of the option and the merger consideration (\$46 per share).
- (4) This option, which provided for vesting in three equal installments beginning January 3, 2002, was canceled in the merger in exchange for a cash payment representing the difference between the exercise price of the option and the merger consideration (\$46 per share).

By: /s/ Taara C. Young
Attorney-in-Fact

**Signature of Reporting Person

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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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 attorney-in-fact to:

^{**}Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

- (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 of 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
- (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 requiby, 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 cont such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discret

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and per any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise any of the rights and powers herein granted, as fully to all intents and purposes as the undersigning 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 riand 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 Comparassuming, 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 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: Daniel L. Kelleher