

DEBENEDICTIS NICHOLAS
Form 4
October 14, 2010

FORM 4

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

OMB APPROVAL

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STATEMENT OF CHANGES IN 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 *
DEBENEDICTIS NICHOLAS

2. Issuer Name and Ticker or Trading Symbol
AQUA AMERICA INC [WTR]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
762 W LANCASTER AVE.

3. Date of Earliest Transaction (Month/Day/Year)
09/02/2010

Director 10% Owner
 Officer (give title below) Other (specify below)

CHAIRMAN & PRESIDENT

(Street)
BRYN MAWR, PA 19010

4. If Amendment, Date Original Filed (Month/Day/Year)

6. Individual or Joint/Group Filing (Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

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 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	06/08/2010		G	V 10,000 (1)	D \$ 0 426,266.83	D	
Common Stock Ownership By Spouse	06/08/2010		G	V 10,000	A \$ 0 20,000	I	Spouse
Common Stock	06/10/2010		G	V 100,000 (1)	D \$ 0 326,266.83	D	
Common Stock Ownership	06/10/2010		G	V 100,000	A \$ 0 120,000	I	Spouse

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By Spouse									
Common Stock Ownership By Spouse	06/11/2010	G	V	<u>120,000</u> ⁽²⁾	D	\$ 0	0	I	Spouse
Common Stock-GRAT	06/11/2010	G	V	120,000	A	\$ 0	120,776 ⁽³⁾	I	GRAT #2 -Spouse
Common Stock	06/14/2010	G	V	<u>120,000</u> ⁽⁴⁾	D	\$ 0	206,266.83	D	
Common Stock-GRAT	06/14/2010	G	V	120,000	A	\$ 0	120,776 ⁽³⁾	I	GRAT #2
Common Stock	08/13/2010	G	V	52	D	\$ 0	206,214.83	D	
Common Stock-GRAT	09/02/2010	P		855	A	\$ 20.33	120,855	I	GRAT #1
Common Stock-GRAT	09/02/2010	P		855	A	\$ 20.33	120,855	I	GRAT #1 -Spouse
Common Stock - Ira							3,878.23 ⁽⁵⁾	D	
Common Stock - Ira							3,100.97 ⁽⁶⁾	I	IRA - Spouse
Common Stock 401k							<u>13,580.94</u> ⁽⁷⁾	I	401k

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

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.

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(9-02)

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 Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative 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)	8. Price of Derivative Security (Instr. 5)	9. Nu
				Code	V	(A)	(D)	Title	

Date	Expiration	Amount
Exercisable	Date	or
		Number
		of
		Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DEBENEDICTIS NICHOLAS 762 W LANCASTER AVE. BRYN MAWR, PA 19010	X		CHAIRMAN & PRESIDENT	

Signatures

/s/ Brian Dingerdissen, attorney-in-fact for Mr. DeBenedictis 10/14/2010

__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).
- (1) This transaction involves a gift of shares by the reporting person to his spouse.
On June 11, 2010, the reporting person's spouse contributed shares to a grantor retained annuity trust ("GRAT"). These shares are reported as indirectly owned by the reporting person by virtue of his spouse serving as trustee of the GRAT and her pecuniary interest in the retained annuity provided therein.
- (3) Includes 776.04 shares acquired under the Issuer's dividend reinvestment plan since the date of the reporting person's last ownership report.
On June 14, 2010, the reporting person contributed shares to a GRAT. These shares were previously reported as directly beneficially owned by the reporting person but are now reported as indirectly beneficially owned by the reporting person by virtue of his serving as trustee of the GRAT and his pecuniary interest in the retained annuity provided therein.
- (5) Includes 95.70 shares acquired under the Issuer's dividend reinvestment plan since the date of the reporting person's last ownership report.
- (6) Includes 76.24 shares acquired under the Issuer's dividend reinvestment plan since the date of the reporting person's last ownership report.
- (7) Since the date of the reporting person's last ownership report, the reporting person acquired 281.86 shares under the Issuer's 401k Plan.

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.