

RWE AKTIENGESELLSCHAFT
Form 3
April 22, 2008

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 RWE Aqua Holdings GmbH | | | (Month/Day/Year) | American Water Works Company, Inc. [AWK] | |
| (Last) | (First) | (Middle) | 04/22/2008 | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| OPERNPLATZ 1 | | | | (Check all applicable) | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| (Street) | | | | <input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner | <input type="checkbox"/> Form filed by One Reporting Person |
| ESSEN,Â 2MÂ 45128 | | | | <input type="checkbox"/> Officer <input type="checkbox"/> Other (specify below) | <input checked="" type="checkbox"/> Form filed by More than One Reporting Person |
| (City) | (State) | (Zip) | | | |

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 | 160,000,000 | D ⁽¹⁾ | Â |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

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.

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 | |

Shares (I)
(Instr. 5)

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| RWE Aqua Holdings GmbH OPERNPLATZ 1 ESSEN, 2M 45128 | Â | Â X | Â | Â |
| RWE AKTIENGESELLSCHAFT OPERNPLATZ 1 ESSEN, 2M 45128 | Â | Â X | Â | Â |

Signatures

| | |
|--|------------|
| /s/ Christian Ring, by power of attorney, for RWE Aqua Holdings GmbH | 04/22/2008 |
| __Signature of Reporting Person | Date |
| /s/ Jens Gemmecke, by power of attorney, for RWE Aqua Holdings GmbH | 04/22/2008 |
| __Signature of Reporting Person | Date |
| /s/ Christian Ring, by power of attorney, for RWE Aktiengesellschaft | 04/22/2008 |
| __Signature of Reporting Person | Date |
| /s/ Jens Gemmecke, by power of attorney, for RWE Aktiengesellschaft | 04/22/2008 |
| __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).
- (1) RWE Aqua Holdings GmbH, a direct wholly-owned subsidiary of RWE Aktiengesellschaft, is the direct beneficial owner of these shares.
RWE Aktiengesellschaft owns these shares through its ownership of RWE Aqua Holdings GmbH.

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Remarks:

Exhibit 24.1: Power of Attorney of RWE Aqua Holdings GmbH
Exhibit 24.2: Power of Attorney of RWE Aktiengesellschaft

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.