

American Water Works Company, Inc.

Form 424B5

June 01, 2009

Table of Contents

The information in this preliminary prospectus supplement is not complete and may be changed. This preliminary prospectus supplement and the accompanying prospectus are not an offer to sell these securities and are not soliciting an offer to buy these securities in any state where the offer or sale is not permitted.

Filed pursuant to Rule 424(b)(5)
Registration No. 333-158949

Preliminary Prospectus Supplement to Prospectus dated May 1, 2009

Subject to Completion, dated June 1, 2009

26,000,000 SHARES

American Water Works Company, Inc.

COMMON STOCK

We are selling 14,500,000 shares and the selling stockholder is selling 11,500,000 shares of common stock in this offering. We will not receive any of the proceeds from the sale of shares by the selling stockholder.

Our common stock is traded on the New York Stock Exchange under the ticker symbol **AWK**. The last reported sale price of our common stock on May 29, 2009 was \$17.28 per share.

Investing in our common stock involves risks. See Risk Factors beginning on page S-11 of this prospectus supplement and Item 1A, Risk Factors, of our most recent Annual Report on Form 10-K to read about factors you should consider before buying shares of our common stock.

Neither the Securities and Exchange Commission, any state securities commission nor any other regulatory body has approved or disapproved of these securities or passed on the accuracy or adequacy of this prospectus supplement or the accompanying prospectus. Any representation to the contrary is a criminal offense.

	Per Share	Total
Public offering price	\$	\$
Underwriting discounts and commissions	\$	\$
Proceeds, before expenses, to the Company	\$	\$

Edgar Filing: American Water Works Company, Inc. - Form 424B5

Proceeds, before expenses, to the selling stockholder \$ \$

The underwriters may also purchase up to an additional 3,900,000 shares of common stock from the selling stockholder at the public offering price, less the underwriting discount, within 30 days from the date of this prospectus supplement.

The underwriters have agreed to reimburse the Company and the selling stockholder for certain expenses in connection with this offering. See Underwriting beginning on page S-114 of this prospectus supplement.

The underwriters are offering the shares of our common stock as set forth under Underwriting beginning on page S-114 of this prospectus supplement. The underwriters expect to deliver the shares of common stock against payment therefor in New York, New York on or about , 2009.

Merrill Lynch & Co.

Citi

Goldman, Sachs & Co.

Morgan Stanley

UBS Investment Bank

Janney Montgomery Scott

Brean Murray, Carret & Co.

Boenning & Scattergood, Inc.

Blaylock Robert Van, LLC

Societe Generale

Prospectus supplement dated , 2009

Table of Contents

TABLE OF CONTENTS
PROSPECTUS SUPPLEMENT

<u>ABOUT THIS PROSPECTUS SUPPLEMENT</u>	S-1
<u>WHERE YOU CAN FIND MORE INFORMATION</u>	S-2
<u>PROSPECTUS SUPPLEMENT SUMMARY</u>	S-4
<u>RISK FACTORS</u>	S-11
<u>FORWARD-LOOKING STATEMENTS</u>	S-15
<u>INDUSTRY AND MARKET DATA</u>	S-17
<u>USE OF PROCEEDS</u>	S-18
<u>PRICE RANGE OF COMMON STOCK</u>	S-19
<u>DIVIDEND POLICY</u>	S-20
<u>CAPITALIZATION</u>	S-21
<u>DILUTION</u>	S-22
<u>SELECTED HISTORICAL CONSOLIDATED FINANCIAL DATA</u>	S-23
<u>MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS</u>	S-26
<u>BUSINESS</u>	S-80
<u>SELLING STOCKHOLDER</u>	S-108
<u>SHARES ELIGIBLE FOR FUTURE SALE</u>	S-109
<u>MATERIAL UNITED STATES FEDERAL TAX CONSEQUENCES FOR NON-U.S. STOCKHOLDERS</u>	S-111
<u>UNDERWRITING</u>	S-114
<u>VALIDITY OF THE COMMON STOCK</u>	S-119
<u>EXPERTS</u>	S-120
<u>GLOSSARY</u>	S-121

PROSPECTUS

<u>ABOUT THIS PROSPECTUS</u>	1
<u>AMERICAN WATER WORKS COMPANY, INC.</u>	1
<u>AMERICAN WATER CAPITAL CORP.</u>	2
<u>RISK FACTORS</u>	2
<u>SPECIAL NOTE ON FORWARD-LOOKING INFORMATION</u>	2
<u>SELLING SECURITY HOLDERS</u>	4
<u>USE OF PROCEEDS</u>	4
<u>RATIO OF EARNINGS TO FIXED CHARGES AND PREFERRED STOCK DIVIDENDS</u>	5
<u>DESCRIPTION OF CAPITAL STOCK</u>	6
<u>DESCRIPTION OF AWCC DEBT SECURITIES AND AMERICAN WATER SUPPORT AGREEMENT</u>	10
<u>DESCRIPTION OF DEPOSITARY SHARES</u>	24
<u>DESCRIPTION OF STOCK PURCHASE CONTRACTS AND STOCK PURCHASE UNITS</u>	27
<u>DESCRIPTION OF SUBSCRIPTION RIGHTS</u>	28
<u>DESCRIPTION OF WARRANTS</u>	30
<u>PLAN OF DISTRIBUTION</u>	31
<u>LEGAL MATTERS</u>	33
<u>EXPERTS</u>	33
<u>WHERE YOU CAN FIND MORE INFORMATION</u>	33

Our regulated subsidiaries are subject to economic regulation by state PUCs in Arizona, California, Hawaii, Illinois, Indiana, Iowa, Kentucky, Maryland, Missouri, New Jersey, New Mexico, New York, Ohio,

Table of Contents

Pennsylvania, Tennessee, Texas, Virginia and West Virginia. Some of these states have enacted laws that require regulatory approval for the acquisition of control of any regulated utility. In those states, obtaining control of the parent or any other company that controls a regulated utility also requires prior regulatory approval. The threshold for a change in control is a fact-specific inquiry that varies by state. For example, in some states, a presumption of control will arise when an acquiring party acquires more than 9.9% of the voting securities of the regulated utility or the controlling entity. In addition to ownership, other states may analyze the degree of influence or control an acquiror may exert over the company. Any person acquiring our common stock in this offering or in any other purchase of our common stock in a quantity sufficient to trigger a change in control under state law would need the prior approval of the applicable state PUC.

Table of Contents

ABOUT THIS PROSPECTUS SUPPLEMENT

All references in this prospectus supplement to American Water, we, our, us and the Company refer to American Water Works Company, Inc. and its consolidated subsidiaries unless the context otherwise requires.

This document is in two parts. The first part is this prospectus supplement, which describes the specific terms of this offering and certain other matters. The second part, the accompanying prospectus, gives more general information about us and our common stock. Generally, when we refer to this prospectus, we are referring to both parts of this document combined. To the extent information in this prospectus supplement conflicts with information in the accompanying prospectus, you should rely on the information in this prospectus supplement. You should rely only on the information contained in, or incorporated by reference in, this prospectus supplement and the accompanying prospectus. Neither we nor the selling stockholder have authorized anyone to provide you with different information.

Neither we nor the selling stockholder are making an offer or sale of these securities in any jurisdiction where the offer or sale is not permitted. The information which appears in this prospectus supplement, the accompanying prospectus and any document incorporated by reference is accurate as of their respective dates. Our business, financial condition, results of operations and prospects may have changed since the date of such information.

The information contained on or accessible from our website does not constitute a part of this prospectus and is not incorporated by reference herein.

American Water and its logos are our trademarks. Other service marks, trademarks and trade names referred to in this prospectus are the property of their respective owners.

Table of Contents

WHERE YOU CAN FIND MORE INFORMATION

We file annual, quarterly and current reports, proxy statements and other information with the Securities and Exchange Commission, which we refer to as the SEC. These SEC filings are available to the public over the Internet at the SEC's website at <http://www.sec.gov> and our website at <http://www.amwater.com>. You may also read and copy any document we file with the SEC at the SEC's public reference room at 100 F Street, N.E., Washington, D.C. 20549. Please call the SEC at 1-800-SEC-0330 for further information on the public reference room.

We have filed a registration statement on Form S-3 under the Securities Act of 1933, as amended, which we refer to as the Securities Act, with the SEC to register the shares of our common stock offered by this prospectus supplement. This prospectus does not contain all the information contained in the registration statement because certain parts of the registration statement are omitted in accordance with the rules and regulations of the SEC. The registration statement and the documents filed as exhibits to the registration statement are available for inspection and copying as described above.

We are incorporating by reference into this prospectus specific documents that we file with the SEC, which means that we can disclose important information to you by referring you to those documents that are considered part of this prospectus. Information that we file subsequently with the SEC will automatically update and supersede this information. We incorporate by reference the documents listed below, and any future documents that we file with the SEC under Section 13(a), 13(c), 14 or 15(d) of the Securities Exchange Act of 1934, as amended, which we refer to as the Exchange Act, until the termination of the offerings of all of the securities covered by this prospectus has been completed. This prospectus is part of a registration statement filed with the SEC.

We are incorporating by reference into this prospectus the following documents filed with the SEC (excluding any portions of such documents that have been furnished but not filed for purposes of the Exchange Act):

Filings	Period Covered or Date Filed
Annual Report on Form 10-K, including the portions of our Proxy Statement on Schedule 14A filed on March 26, 2009 that are incorporated by reference therein	Year ended December 31, 2008
Quarterly Report on Form 10-Q	Quarter ended March 31, 2009
Current Reports on Form 8-K (other than the portions not deemed to be filed)	Filed on February 26, 2009 and on May 12, 2009

We will provide to each person, including any beneficial owner, to whom this prospectus supplement and the accompanying prospectus is delivered, upon written or oral request and without charge, a copy of the documents referred to above that we have incorporated in this prospectus by reference. You can request copies of such documents if you call or write us at the following address or telephone number: American Water Works Company, Inc., 1025 Laurel Oak Road, Voorhees, New Jersey 08043, Attention: General Counsel, (856) 346-8200.

This prospectus supplement and the accompanying prospectus contain summaries of certain agreements that we have filed as exhibits to various SEC filings, as well as certain agreements that we will enter into in connection with this offering. The descriptions of these agreements contained in this prospectus or information incorporated by reference herein do not purport to be complete and are subject to, or qualified in their entirety by reference to, the definitive agreements. Copies of the definitive agreements will be made available without charge to you by making a written or oral request to us.

Table of Contents

You should rely only upon the information contained or incorporated by reference in this prospectus supplement and the accompanying prospectus or contained in any free writing prospectus prepared by or on behalf of us. We have not authorized anyone to provide you with different information. You should not assume that the information in this document is accurate as of any date other than that on the front cover of this prospectus.

Any statement contained herein or in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this prospectus to the extent that a statement contained herein, in any other subsequently filed document which also is or is deemed to be incorporated by reference herein, modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified and superseded, to constitute a part of this prospectus.

S-3

Table of Contents

PROSPECTUS SUPPLEMENT SUMMARY

This summary highlights information contained elsewhere in this prospectus supplement and the accompanying prospectus. It may not contain all the information that is important to you. You should carefully read this prospectus supplement, the accompanying prospectus and the documents incorporated by reference therein in their entirety before making an investment decision. For the definition of certain terms used in this prospectus supplement and the accompanying prospectus, please refer to the definitions set forth in the section entitled "Glossary."

Our Company

American Water Works Company, Inc., a Delaware corporation, is the most geographically diversified as well as the largest, as measured both by operating revenue and population served, investor-owned United States water and wastewater utility company. Our approximately 7,300 employees provide approximately 15 million people with drinking water, wastewater and other water-related services in 32 states and Ontario, Canada.

In 2008, we generated \$2,336.9 million in total operating revenue and \$186.9 million in operating loss, which includes \$750.0 million of impairment charges relating to continuing operations, and a net loss of \$562.4 million. In 2007, we generated \$2,214.2 million in total operating revenue, representing approximately four times the operating revenue of the next largest investor-owned company in the United States water and wastewater business, and \$15.1 million in operating income which includes \$509.3 million of impairment charges relating to continuing operations, and a net loss of \$342.8 million. For the three months ended March 31, 2009, we generated \$550.2 million in total operating revenue, \$335.4 million in operating loss, which includes \$450.0 million of impairment charges, and a net loss of \$413.1 million.

We have two operating segments which are also the Company's two reportable segments, which we refer to as the Regulated Businesses and Non-Regulated Businesses segments.

For 2008, our Regulated Businesses generated \$2,082.7 million in operating revenue, prior to inter-segment eliminations, representing 89.1% of total operating revenue. For the same period, our Non-Regulated Businesses generated \$272.2 million in operating revenue, prior to inter-segment eliminations, representing 11.6% of total consolidated operating revenue. For the three months ended March 31, 2009, our Regulated Businesses generated \$497.4 million in operating revenue, which accounted for 90.4% of total consolidated operating revenue. For the same period, our Non-Regulated Businesses generated \$57.5 million in operating revenue, which accounted for 10.5% of total consolidated operating revenue.

Our Industry

The United States water and wastewater industry has two main segments: (i) utility, which involves supplying water and wastewater services to customers, and (ii) general services, which involves providing water and wastewater-related services, including engineering, consulting and sales of water infrastructure and distribution products, such as pipes, to water and wastewater utilities and other consumers on a fee-for-service contract basis.

The utility segment includes municipal systems, which are owned and operated by local governments, and investor-owned systems. Government-owned systems make up the vast majority of the United States water and wastewater utility segment, accounting for approximately 84% of all United States community water systems and approximately 98% of all United States community wastewater systems.

The utility segment is characterized by high barriers to entry, including high capital spending requirements. Investor-owned water and wastewater utilities also face regulatory approval processes in order to do business, which may involve obtaining relevant operating approvals, including certificates of public convenience and

Table of Contents

necessity (or similar authorizations), pursuant to which state PUCs grant investor-owned utilities the right to provide service within an authorized service area. The utility segment of the United States water and wastewater industry is highly fragmented, with approximately 52,000 community water systems and approximately 16,000 community wastewater facilities, according to the United States Environmental Protection Agency, or EPA, and therefore presents opportunities for consolidation. Larger utilities, such as ours, that have greater access to capital are generally more capable of making mandated and other necessary infrastructure upgrades to water and wastewater systems.

Our Strengths

We believe that we are distinguished by the following key competitive strengths:

Market leader with broad national footprint and strong local presence. We are the largest and most geographically diversified investor-owned water and wastewater utility company in the United States. Our scale provides us with a competitive advantage in procuring goods and services reliably and economically. Our geographic scope enables us to capitalize effectively on growth opportunities across our service areas, while helping to insulate us from adverse conditions relating to regulatory environments, weather and economic conditions in any one geographic area. Also, our active community involvement supports customer satisfaction.

Regulated Businesses provide financial stability. Our Regulated Businesses provide a high degree of financial stability because (i) high barriers to entry insulate us from competitive pressures, (ii) economic regulation promotes predictability in financial planning and long-term performance through the rate-setting process and (iii) our largely residential customer base promotes consistent operating results.

Experience in securing appropriate rates of return and promoting constructive regulatory frameworks. We seek appropriate rates of return on our investment and a return of our investment and recovery of prudently incurred operating expenses from state PUCs in the form of rate increases, which we refer to as rate relief. We have a strong track record of providing reliable service at cost-effective rates, which has generally allowed us to maintain positive relations with regulators. We have generally been granted rate relief in a timely manner after application.

Significant growth opportunities with a low risk business profile. We believe we are well positioned to benefit from favorable industry dynamics in the water and wastewater sectors, which provide significant opportunities for future growth in both our Regulated Businesses and complementary Non-Regulated Businesses.

We intend to invest capital prudently to enable us to continue to provide essential services to our customers in the water and wastewater utility industry and to municipalities in meeting the capital challenges of making substantial required infrastructure upgrades.

Our Regulated Businesses provide a large platform on which to grow both organically and through consolidation from among the numerous water and wastewater systems in the United States.

Our national footprint increases our ability to make opportunistic investments in non-regulated businesses that are complementary to our Regulated Businesses.

Experienced senior management team. Our four most senior executives, Donald L. Correll, President and Chief Executive Officer, Ellen C. Wolf, Senior Vice President and Chief Financial Officer, John S. Young, President, American Water Services, and Walter J. Lynch, President, Regulated Operations, have an average of over 20 years of experience in the utilities industry. Our 14 state presidents have an average of 25 years of experience in the utilities industry.

Industry leader in water quality, testing and research. We are experts in water quality testing, compliance and treatment and have established and own industry-leading water testing facilities. Our technologically advanced quality control and testing laboratory in Belleville, Illinois is certified in 23 states and Puerto Rico.

Table of Contents

Our Strategy

Our goal is to consistently provide customers with safe, high quality drinking water and reliable water and wastewater services. Our business strategies include:

continuing to invest prudently in regulated water and wastewater infrastructure projects;

earning an appropriate rate of return on our investments from state PUCs;

growing our Regulated Businesses through acquisitions; and

continuing to pursue public/private partnerships, including O&M and military contracts and services, and other non-regulated businesses that are complementary to our Regulated Businesses.

The Selling Stockholder

American Water is currently an indirect majority-owned subsidiary of RWE Aktiengesellschaft, which we refer to as RWE, a stock corporation incorporated in the Federal Republic of Germany whose shares are publicly listed on the Frankfurt and Düsseldorf stock exchanges and other German stock exchanges as well as on the Zurich stock exchange. RWE is one of Europe's leading electricity and gas companies and supplies 20 million customers with electricity and 10 million customers with gas in Germany, the United Kingdom and Central and Eastern Europe. On November 4, 2005, RWE announced its intention to exit its water activities in the United States and the United Kingdom in order to focus on its core European electricity and gas business and has since then completed the divestiture of its water business in the United Kingdom. As a part of this strategy, RWE sold approximately 63.2 million shares in the initial public offering of American Water's common stock in April 2008. Of the approximately 63.2 million shares sold, approximately 5.2 million were sold pursuant to the partial exercise of the underwriters' over-allotment option on May 27, 2008. RWE intends to fully divest its remaining ownership of American Water through the consummation of additional public offerings of common stock of American Water as soon as reasonably practicable, subject to market conditions, which, together with RWE's sale of shares in the initial public offering, we refer to as the RWE Divestiture. As of March 31, 2009, RWE owned approximately 60% of American Water's outstanding shares of common stock. Upon the consummation of this offering, RWE will own approximately 49% of our common stock (or approximately 47% if the underwriters' option to purchase additional shares is exercised in full).

Recent Developments

On May 21, 2009, American Water Capital Corp., our wholly-owned financing subsidiary, which we refer to as AWCC, closed the remarketing of \$16.7 million in aggregate principal amount of 6.75% tax exempt bonds due 2031, \$18.0 million in aggregate principal amount of 6.1% tax exempt bonds due 2019, \$18.3 million in aggregate principal amount of tax exempt bonds due 2018 and \$31.9 million of variable rate demand bonds. The proceeds from the issuances were used to pay down short term debt.

On May 19, 2009, AWCC closed its private placement offering of \$25.5 million in aggregate principal amount of 8.27% Senior Unsecured Notes due 2039 and \$24.5 million in aggregate principal amount of 7.21% Senior Unsecured Notes due 2019. We used the proceeds principally to pay down short-term debt.

On May 13, 2009, New Jersey-American Water Company, our subsidiary, which we refer to as NJAWC, closed its private offering of \$75.0 million in aggregate principal amount of its 6.35% first mortgage bonds due 2039 and \$25.0 million in aggregate principal amount of its 5.48% first mortgage bonds due 2019. NJAWC used the proceeds principally to pay down short-term debt.

Table of Contents

Organizational Structure

American Water is currently a direct majority-owned subsidiary of RWE Aqua Holdings GmbH, which we refer to as the selling stockholder, a limited liability company organized under the laws of the Federal Republic of Germany and a direct wholly-owned subsidiary of RWE. The following chart sets forth our organizational structure after giving effect to the consummation of this offering (assumes no exercise of the underwriters' option to purchase additional shares):

Our Executive Offices

We are a corporation incorporated under the laws of Delaware. Our principal executive offices are located at 1025 Laurel Oak Road, Voorhees, NJ 08043. Our telephone number is (856) 346-8200. Our internet address is www.amwater.com. **The information contained on or accessible from our website does not constitute a part of this prospectus and is not incorporated by reference herein.**

American Water and its logos are our trademarks. Other service marks, trademarks and trade names referred to in this prospectus are the property of their respective owners.

Table of Contents

THE OFFERING

Common stock offered by us	14,500,000 shares
Common stock offered by the selling stockholder	11,500,000 shares
Common stock outstanding immediately after this offering	174,498,756 shares
Option to purchase additional shares	The underwriters have an option to purchase a maximum of additional shares from the selling stockholder.
Use of Proceeds	We estimate that the net proceeds from the offering of shares by us will be approximately \$ million (based on the public offering price of per share). We intend to use these net proceeds to redeem short-term debt, which includes borrowings under AWCC s \$840.0 million unsecured revolving credit facility and commercial paper. We will not receive any proceeds from the offering of shares of our common stock by the selling stockholder.
Dividend Policy	Subject to applicable law and the discretion of our board of directors, we will pay cash dividends at a rate of approximately \$0.20 per share per quarter in 2009 on our common stock to be paid approximately 60 days after the end of each fiscal quarter. The declaration, payment and amount of future dividends to holders of our common stock will be at the discretion of our board of directors and will depend on many factors, including our financial condition and results of operations, liquidity requirements, capital requirements of our subsidiaries, legal requirements, regulatory constraints and other factors our board of directors deems relevant.
Listing	Our common stock is listed on the NYSE under the symbol AWK.
Risk Factors	See Risk Factors beginning on page S-11 of this prospectus supplement, Item 1A, Risk Factors, in our most recent Annual Report on Form 10-K and other filings incorporated by reference herein for a discussion of factors that you should refer to and carefully consider before deciding to invest in shares of our common stock.
All information in this prospectus, unless otherwise indicated or the context otherwise requires:	

assumes an offering price of \$17.28 per share, which is the last reported sale price on the NYSE on May 29, 2009; and

assumes no exercise of the underwriters option to purchase additional shares.

Table of Contents**SUMMARY HISTORICAL CONSOLIDATED FINANCIAL DATA**

The following table presents our summary historical consolidated financial data at the dates and for the periods indicated. The statement of operations data for the years ended December 31, 2006, 2007 and 2008 and the balance sheet data as of December 31, 2007 and 2008 have been derived from our audited consolidated financial statements included in our Annual Report on Form 10-K for the year ended December 31, 2008 and incorporated by reference in this prospectus supplement. The statement of operations data for the three months ended March 31, 2008 and 2009 and the balance sheet data as of March 31, 2009 have been derived from our unaudited historical consolidated financial statements, which have been prepared on a basis consistent with our annual consolidated financial statements, included in our Quarterly Report on Form 10-Q for the three months ended March 31, 2009 and are incorporated by reference in this prospectus supplement. In the opinion of management, such unaudited financial data reflects all adjustments, consisting only of normal and recurring adjustments, necessary for fair presentation of the results for those periods. The results of operations for the three months ended March 31, 2009 are not necessarily indicative of the results to be expected for the full year or any future period.

Our historical consolidated financial data is not necessarily indicative of our future performance or what our financial position and results of operations would have been if we had operated as a separate, stand-alone entity during the periods shown. This financial data should be read in conjunction with, and is qualified in its entirety by reference to, the information in Selected Historical Consolidated Financial Data, Use of Proceeds, Capitalization, Management's Discussion and Analysis of Financial Condition and Results of Operations and our consolidated financial statements and the notes thereto included in our Annual Report on Form 10-K for the year ended December 31, 2008 and in our Quarterly Report on Form 10-Q for the three months ended March 31, 2009, which are incorporated by reference in this prospectus supplement.

	For the Years Ended December 31,			For the Three Months	
	2006	2007	2008	2008	2009
	(in thousands, except per share data)				
Statement of operations data(1):					
Operating revenues	\$ 2,093,067	\$ 2,214,215	\$ 2,336,928	\$ 506,815	\$ 550,170
Operating expenses					
Operation and maintenance	1,174,544	1,246,479	1,303,798	311,261	314,402
Depreciation and amortization	259,181	267,335	271,261	63,916	68,843
General taxes	185,065	183,253	199,139	52,066	52,497
Loss (gain) on sale of assets(2)	79	(7,326)	(374)	(70)	(202)
Impairment charges	221,685	509,345	750,000	750,000	450,000
Total operating expenses, net	1,840,554	2,199,086	2,523,824	1,177,173	885,540
Operating income (loss)	252,513	15,129	(186,896)	(670,358)	(335,370)
Other income (deductions)					
Interest, net	(365,970)	(283,165)	(285,155)	(69,968)	(71,979)
Amortization of debt expense	(5,062)	(4,867)	(5,895)	(1,318)	(1,488)
Other, net(3)	9,581	17,384	27,352	1,149	1,114
Total other income (deductions)	(361,451)	(270,648)	(263,698)	(66,228)	(67,138)
Income (loss) from continuing operations before income taxes	(108,938)	(255,519)	(450,594)	(736,586)	(402,508)
Provision for income taxes	46,912	86,756	111,827	(4,102)	10,571
Income (loss) from continuing operations	\$ (155,850)	\$ (342,275)	\$ (562,421)	\$ (732,484)	\$ (413,079)
Income (loss) from continuing operations per basic common share(4)	\$ (0.97)	\$ (2.14)	\$ (3.52)	\$ (4.58)	\$ (2.58)
Income (loss) from continuing operations per diluted common share(4)	\$ (0.97)	\$ (2.14)	\$ (3.52)	\$ (4.58)	\$ (2.58)
Basic weighted average common shares(4)	160,000	160,000	159,967	160,000	160,011

Edgar Filing: American Water Works Company, Inc. - Form 424B5

Diluted weighted average common shares(4)	160,000	160,000	159,967	160,000	160,011
---	---------	---------	---------	---------	---------

S-9

Table of Contents

	For the Years Ended December 31,			For the Three Months	
	2006	2007	2008	2008	2009
				(unaudited)	(unaudited)
	(in thousands)				
Other data:					
Operating activities	\$ 323,748	\$ 473,712	\$ 552,169	\$ 85,391	\$ 142,499
Investing activities	(691,438)	(746,578)	(1,033,667)	(187,705)	(202,281)
Financing activities	332,367				