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BEFORE THE ARIZONA CORPORATION COMMISSION

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COMMISSIONERS

KRISTIN K. MAYES, Chairman
GARY PIERCE
PAUL NEWMAN
SANDRA D. KENNEDY
BOB STUMP

2009 AUG 20 A 8:29

AZ CORP COMMISSION
DOCKET CONTROL

IN THE MATTER OF ARIZONA-AMERICAN
WATER COMPANY, INC. FOR A FINDING OF
NO JURISDICTION, OR FOR A WAIVER OF
THE AFFILIATED INTERESTS RULES
PURSUANT TO A.A.C R14-2-806, OR IN THE
ALTERNATIVE, FOR APPROVAL OF
AFFILIATED INTERESTS TRANSACTION
PURSUANT TO A.A.C R14-2-801 *et seq.*

DOCKET NO. SW-01303A-06-0274
W-01303A-06-0274
WS-01303A-06-0274

DECISION NO. 69344

NOTICE OF COMPLIANCE FILING

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Arizona-American Water Company

In compliance with Decision No. 69344, Arizona-American Water Company hereby files
the attached notice regarding American Water Stock Offerings.

RESPECTFULLY SUBMITTED on August 20, 2009.

Christopher D. Krygier
Regulatory Compliance Analyst
Arizona-American Water
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Phoenix, AZ 85024
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623-445-2494

Arizona Corporation Commission

DOCKETED

AUG 20 2009

DOCKETED BY

1 Original and 13 copies **filed**
2 on August 20, 2009, with:

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4 Docket Control
5 Arizona Corporation Commission
6 1200 West Washington
7 Phoenix, Arizona 85007

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9 Copies of the foregoing **emailed**
10 on August 20, 2009 to:

11
12 Brian K. Bozzo
13 Compliance and Enforcement Manager
14 Utilities Division
15 1200 West Washington Street
16 Phoenix, AZ 85007



American Water Announces Secondary Common Stock Offering

Company Announces common stock sell down by Major Shareholder

VOORHEES, N.J., Aug 11, 2009 (BUSINESS WIRE) -- American Water (NYSE: AWK) today announced an offering of 30 million shares of common stock. Pursuant to the offering, all of the shares will be sold by the selling stockholder, a subsidiary of RWE AG, with proceeds going to RWE.

The selling stockholder has granted the underwriters a 30-day option to purchase up to 4.5 million additional shares. After the offering, and assuming no exercise of the underwriters' option, the selling stockholder is expected to own approximately 30 percent of American Water's shares.

BofA Merrill Lynch, Citi and Goldman, Sachs & Co. are acting as joint book-running managers in connection with the offering.

This press release shall not constitute an offer to sell or the solicitation of an offer to buy, nor shall there be any sale of these securities in any state or jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such state or jurisdiction.

An effective registration statement relating to these securities is on file with the U.S. Securities and Exchange Commission. A copy of the prospectus and preliminary prospectus supplement may be obtained when they are available by contacting any of the following:

- BofA Merrill Lynch, Attention: Prospectus Department, One Bryant Park, New York, NY 10036, telephone +1 212 449 1000.
- Citi, Brooklyn Army Terminal, 140 58th Street, 8th Floor, Brooklyn, NY 11220, telephone +1 718 765 6732.
- Goldman, Sachs & Co., Attention: Prospectus Department, 85 Broad Street, New York, NY 10004, facsimile +1 212 902 9316, e-mail prospectus-ny@ny.email.gs.com.

You may also obtain the prospectus and preliminary prospectus supplement when they are available on the U.S. Securities and Exchange Commission's website at <http://www.sec.gov>.

About American Water

Founded in 1886, American Water is the largest investor-owned U.S. water and wastewater utility company. With headquarters in Voorhees, N.J., the company employs more than 7,000 dedicated professionals who provide drinking water, wastewater and other related services to approximately 15 million people in 32 states and Ontario, Canada. www.amwater.com

SOURCE: American Water

American Water
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American Water Announces Exercise of Over-Allotment Option

RWE's Offering of American Water Common Stock Complete

VOORHEES, N.J., Aug 18, 2009 (BUSINESS WIRE) -- American Water Works Company, Inc. (NYSE: AWK), the largest investor-owned U.S. water and wastewater utility company, today announced that the underwriters of the public offering of American Water common stock have exercised their over-allotment option and purchased 5.25 million additional shares of common stock from the selling stockholder in the offering, a subsidiary of RWE AG.

American Water announced an offering of 35 million shares of common stock priced at \$19.25 per share on August 13, 2009. All the shares were sold by RWE, with all proceeds going to RWE. American Water did not sell any shares and as such, the number of American Water shares outstanding following the offering remains the same. American Water also did not receive any proceeds from the sale. RWE now owns approximately 23.54 percent of American Water's outstanding shares of common stock.

This press release shall not constitute an offer to sell or the solicitation of an offer to buy, nor shall there be any sale of these securities in any state or jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such state or jurisdiction.

An effective registration statement relating to these securities is on file with the U.S. Securities and Exchange Commission. A copy of the final prospectus and prospectus supplement may be obtained by contacting any of the following:

- BofA Merrill Lynch, Attention: Prospectus Department, One Bryant Park, New York, NY 10036, telephone +1 212 449 1000.
- Citi, Brooklyn Army Terminal, 140 58th Street, 8th Floor, Brooklyn, NY 11220, telephone +1 718 765 6732.
- Goldman, Sachs & Co., Attention: Prospectus Department, 85 Broad Street, New York, NY 10004, facsimile +1 212 902 9316, e-mail prospectus-ny@ny.email.gs.com.

You may also obtain the final prospectus and prospectus supplement on the U.S. Securities and Exchange Commission's website at <http://www.sec.gov>.

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Founded in 1886, American Water is the largest investor-owned U.S. water and wastewater utility company. With headquarters in Voorhees, N.J., the company employs more than 7,000 dedicated professionals who provide drinking water, wastewater and other related services to approximately 15 million people in 32 states and Ontario, Canada. www.amwater.com

SOURCE: American Water

American Water
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