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AMERICAN WATER WORKS CO INC  
Form 8-A12B/A  
September 17, 2001

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

FORM 8-A

Amendment No. 2

For Registration of Certain Classes of Securities  
Pursuant to Section 12(b) or (g) of the  
Securities Exchange Act of 1934

American Water Works Company, Inc.

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(Exact name of registrant as specified in its charter)

Delaware	51-0063696
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(State of incorporation or organization)	(I.R.S. Employer Identification No.)
1025 Laurel Oak Road, P.O. Box 1770,	
Voorhees, NJ	08043
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(Address of principal executive offices)	(Zip Code)

Securities to be registered pursuant to Section 12(b) of the Act:

Title of each class to be so registered	Name of each exchange on which each class to be registered
Common Stock Purchase Rights	New York Stock Exchange
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If this Form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c), check the following box. [X]

If this Form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d), check the following box. [ ]

Securities Act registration statement file number to which this form relates: \_\_\_\_\_ (if applicable)

Securities to be registered pursuant to Section 12(g) of the Act: None

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(Title of class)

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(Title of class)

Item 1. Description of Registrant's Securities to be Registered.

On September 16, 2001, American Water Works Company, Inc., a

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Delaware corporation (the "Company"), executed Amendment No. 2 (the "Rights Amendment") to the Rights Agreement dated as of February 18, 1999, as amended as of June 1, 2000 (the "Rights Agreement"), between the Company and Fleet National Bank (formerly known as BankBoston N.A.), a national banking association, as Rights Agent (the "Rights Agent"). The Rights Amendment provides that the execution, delivery and performance of the Agreement and Plan of Merger (the "Merger Agreement"), dated as of September 16, 2001, by and among the Company, RWE Aktiengesellschaft, a company organized under the laws of the Federal Republic of Germany ("RWE"), Thames Water Aqua Holdings GmbH, a company organized under the laws of the Federal Republic of Germany ("Thames"), and Apollo Acquisition Company, a Delaware corporation ("Sub"), will not cause RWE, Thames, Sub or any of their affiliates or associates to become an "Acquiring Person" (as defined in the Rights Agreement) nor give rise to a "Distribution Date," "Shares Acquisition Date" or "Triggering Event" (as each such term is defined in the Rights Agreement).

The Rights Amendment is attached as Exhibit 4.3 hereto and is incorporated by reference herein, and the foregoing description of the Rights Amendment is qualified in its entirety by reference to the Rights Amendment.

Item 2. Exhibits.

- 4.1 Rights Agreement, dated as of February 18, 1999, by and between American Water Works Company, Inc. and BankBoston N.A. (Incorporated by reference to the Company's Registration Statement on Form 8-A filed with the Securities and Exchange Commission on March 1, 1999).
- 4.2 First Amendment to the Rights Agreement, dated June 1, 2000 (Incorporated by reference to the Company's Amendment No. 1 to the Registration Statement on Form 8-A filed with the Securities and Exchange Commission on June 1, 2000).
- 4.3 Second Amendment to the Rights Agreement, dated as of September 16, 2001.

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SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

AMERICAN WATER WORKS COMPANY, INC.

By: /s/ W. Timothy Pohl

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Name: W. Timothy Pohl

Title: General Counsel and Secretary

Date: September 17, 2001

EXHIBIT INDEX

Exhibit Number -----	Description -----
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4.2	First Amendment to the Rights Agreement, dated June 1, 2000 (Incorporated by reference to the Company's Amendment No. 1 to the Registration Statement on Form 8-A filed with the Securities and Exchange Commission on June 1, 2000).
4.3	Second Amendment to the Rights Agreement, dated as of September 16, 2001.