#### **DEBENEDICTIS NICHOLAS**

Form 4

February 04, 2013

## FORM 4

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

OMB 3235-0287 Number:

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** 

January 31, Expires: 2005

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**OMB APPROVAL** 

Form 4 or Form 5 obligations may continue. See Instruction

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

burden hours per response...

Estimated average

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * DEBENEDICTIS NICHOLAS			2. Issuer Name <b>and</b> Ticker or Trading Symbol AQUA AMERICA INC [WTR]	5. Relationship of Reporting Person(s) to Issuer  (Check all applicable)			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction	(Check all applicable)			
762 W LANCASTER AVE.		⁄Е.	(Month/Day/Year) 01/31/2013	_X_ Director 10% Owner Start Officer (give title Other (specify below) CHAIRMAN & PRESIDENT			
(Street)			4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check			
BRYN MAWI	R, PA 1901	0	Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			

(City)	(State) (Zip	Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned									
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)					5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
			Code	V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)	(I) (Instr. 4)		
Common Stock-GRAT	01/31/2013		J		60,225 (1)	D	\$ 27.29	0	I	GRAT #4 - Spouse	
Common Stock Ownership By Spouse	01/31/2013		J		60,225 (1)	A	\$ 27.29	70,828	I	Spouse	
Common Stock Ownership By Spouse	01/31/2013		G	V	6,548 (2)	D	\$ 27.29	64,280	I	Spouse	

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Common Stock	282,869.27	D	
Common Stock-GRAT	69,296	I	GRAT #4
Common Stock - Ownership By Trust	171,488	I	Trust
Common Stock - Ownership By Trust	185,160	I	Trust - Spouse
Common Stock - IRA	4,144	D	
Common Stock - IRA	3,313	I	IRA - Spouse
Common Stock 401k	15,192.14 (3)	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 SEC 1474 information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exer	cisable and	7. Titl	le and	8. Price of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transac	tionNumber	Expiration D	ate	Amou	ınt of	Derivative
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8	) Derivativ	e		Securi	ities	(Instr. 5)
	Derivative				Securities	S		(Instr.	3 and 4)	
	Security				Acquired					
					(A) or					
					Disposed					
					of (D)					
					(Instr. 3,					
					4, and 5)					
									Amount	
						Date	Expiration		or	
						Exercisable	Date	Title	Number	
									of	
				Code '	V (A) (D)				Shares	

# **Reporting Owners**

Relationships Reporting Owner Name / Address

2 Reporting Owners

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Director 10% Owner Other Officer

**DEBENEDICTIS NICHOLAS** 762 W LANCASTER AVE.

BRYN MAWR, PA 19010

X

**CHAIRMAN & PRESIDENT** 

## **Signatures**

/s/ Brian Dingerdissen, attorney-in-fact for Mr. **DeBenedictis** 

02/04/2013

\*\*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).
- On January 31, 2013, in connection with the Grantor Retained Annuity Trust's (GRAT) termination, an amount of 60,225 shares held in the GRAT were distributed to the reporting person's spouse.
- On January 31, 2013, in connection with the GRAT's termination, an amount of 6,548 shares held in the GRAT were transferred to the **(2)** "Children's Trusts" as a gift.
- (3) Includes 55.43 additional shares acquired under the Company's 401k plan since the last filing.

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.

Signatures 3