

DEBENEDICTIS NICHOLAS

Form 4

October 14, 2010

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**STATEMENT OF CHANGES IN 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

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
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(Print or Type Responses)

1. Name and Address of Reporting Person *
DEBENEDICTIS NICHOLAS

(Last) (First) (Middle)

762 W LANCASTER AVE.

(Street)

BRYN MAWR, PA 19010

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
AQUA AMERICA INC [WTR]

3. Date of Earliest Transaction
(Month/Day/Year)
09/02/2010

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☒ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify below)

CHAIRMAN & PRESIDENT

6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ Form filed by One Reporting Person
☐ Form filed by More than One Reporting
Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)				5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	06/08/2010		G	V	10,000 <u>(1)</u>	D	\$ 0	426,266.83	D	
Common Stock Ownership By Spouse	06/08/2010		G	V	10,000	A	\$ 0	20,000	I	Spouse
Common Stock	06/10/2010		G	V	100,000 <u>(1)</u>	D	\$ 0	326,266.83	D	
Common Stock Ownership	06/10/2010		G	V	100,000	A	\$ 0	120,000	I	Spouse

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By Spouse

Common Stock Ownership By Spouse	06/11/2010	G	V	<u>120,000</u> (2)	D	\$ 0	0	I	Spouse
Common Stock-GRAT	06/11/2010	G	V	120,000	A	\$ 0	120,776 (3)	I	GRAT #2 -Spouse
Common Stock	06/14/2010	G	V	<u>120,000</u> (4)	D	\$ 0	206,266.83	D	
Common Stock-GRAT	06/14/2010	G	V	120,000	A	\$ 0	120,776 (3)	I	GRAT #2
Common Stock	08/13/2010	G	V	52	D	\$ 0	206,214.83	D	
Common Stock-GRAT	09/02/2010	P		855	A	\$ 20.33	120,855	I	GRAT #1
Common Stock-GRAT	09/02/2010	P		855	A	\$ 20.33	120,855	I	GRAT #1 -Spouse
Common Stock - Ira							3,878.23 (5)	D	
Common Stock - Ira							3,100.97 (6)	I	IRA - Spouse
Common Stock 401k							13,580.94 (7)	I	401k

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474
(9-02)

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repor Trans (Instr
				Code	V (A) (D)		Title		

Date Exercisable	Expiration Date	Amount or Number of Shares
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DEBENEDICTIS NICHOLAS 762 W LANCASTER AVE. BRYN MAWR, PA 19010	X		CHAIRMAN & PRESIDENT	

Signatures

/s/ Brian Dingerdissen, attorney-in-fact for Mr. DeBenedictis	10/14/2010
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__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).

(1) This transaction involves a gift of shares by the reporting person to his spouse.

On June 11, 2010, the reporting person's spouse contributed shares to a grantor retained annuity trust ("GRAT"). These shares are

(2) reported as indirectly owned by the reporting person by virtue of his spouse serving as trustee of the GRAT and her pecuniary interest in the retained annuity provided therein.

(3) Includes 776.04 shares acquired under the Issuer's dividend reinvestment plan since the date of the reporting person's last ownership report.

On June 14, 2010, the reporting person contributed shares to a GRAT. These shares were previously reported as directly beneficially

(4) owned by the reporting person but are now reported as indirectly beneficially owned by the reporting person by virtue of his serving as trustee of the GRAT and his pecuniary interest in the retained annuity provided therein.

(5) Includes 95.70 shares acquired under the Issuer's dividend reinvestment plan since the date of the reporting person's last ownership report.

(6) Includes 76.24 shares acquired under the Issuer's dividend reinvestment plan since the date of the reporting person's last ownership report.

(7) Since the date of the reporting person's last ownership report, the reporting person acquired 281.86 shares under the Issuer's 401k Plan.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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