

DEBENEDICTIS NICHOLAS
Form 4
December 26, 2012

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
DEBENEDICTIS NICHOLAS

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
762 W LANCASTER AVE.

3. Date of Earliest Transaction (Month/Day/Year)
05/01/2012

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

CHAIRMAN & PRESIDENT

(Street)
BRYN MAWR, PA 19010

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 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)	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)
Common Stock	05/01/2012		G	V 88 D	\$ 22.75 390,234.95	D	
Common Stock	12/20/2012		G	V <u>83,000</u> ⁽¹⁾ D	\$ 24.82 414,033.95	D	
Common Stock Ownership By Spouse	12/20/2012		G	V <u>83,000</u> ⁽¹⁾ A	\$ 24.82 195,763	I	Spouse
Common Stock - Ownership	12/20/2012		G	V <u>167,508</u> ⁽²⁾ A	\$ 24.82 167,508	I	Trust

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By Trust

Common Stock	12/20/2012		G	V	167,508 (2)	D	\$ 24.82	246,525.94	D	
Common Stock Ownership By Spouse	12/20/2012		G	V	185,160 (3)	D	\$ 24.82	10,603	I	Spouse
Common Stock - Ownership By Trust	12/20/2012		G	V	185,160 (3)	A	\$ 24.82	185,160	I	Trust - Spouse
Common Stock-GRAT								69,296	I	GRAT #4
Common Stock-GRAT								60,225	I	GRAT #4 - Spouse
Common Stock - IRA								4,144 (4)	D	
Common Stock - IRA								3,313 (5)	I	IRA - Spouse
Common Stock 401k								15,136.71 (6)	I	401k

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

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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 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
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						Code	V	(A)	(D)

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

12/24/2012

__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.
- (2) On December 20, 2012, the reporting person contributed 167,508 shares to a Dynasty Trust. These shares are reported as indirectly owned by the reporting person by virtue of serving as trustee of the Dynasty Trust.
- (3) On December 20, 2012, the reporting person's spouse contributed 185,160 shares to a Dynasty Trust. These shares are reported as indirectly owned by the reporting person's spouse by virtue of her serving as trustee of the Dynasty Trust.
- (4) Includes 29.39 additional shares acquired under the Issuer's dividend reinvestment plan since the date of the reporting person's last ownership report.
- (5) Includes 23.49 additional shares acquired under the Issuer's dividend reinvestment plan since the date of the reporting person's last ownership report.
- (6) Includes 109.52 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.

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