

DEBENEDICTIS NICHOLAS  
Form 4  
November 05, 2010

**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)  
11/03/2010

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-GRAT                | 11/03/2010                           |  | J                              | (A) or (D) Price<br>D \$ 21.21                                    | 120,855.878<br>(1) 0  | I  | GRAT #1   |
| Common Stock-GRAT                | 11/03/2010                           |  | J                              | (A) or (D) Price<br>A \$ 21.21                                    | 120,855.878<br>(1) 120,855.878  | I  | GRAT #3   |
| Common Stock                     |                                      |  |                                |   | 206,860.95  | D  |   |
| Common Stock Ownership By Spouse |                                      |  |                                |   | 0   | I  | Spouse  |
|                                  |                                      |  |                                |   | 120,000   | I  |   |

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|                    |                          |   |  |  |  |  |                  |
|--------------------|--------------------------|---|--|--|--|--|------------------|
| Common Stock-GRAT  |                          |   |  |  |  |  | GRAT #2          |
| Common Stock-GRAT  | 120,000                  | I |  |  |  |  | GRAT #2 - Spouse |
| Common Stock-GRAT  | 120,885.878              | I |  |  |  |  | GRAT #3 - Spouse |
| Common Stock - Ira | 3,878.23                 | D |  |  |  |  |                  |
| Common Stock - Ira | 3,100.97                 | I |  |  |  |  | IRA - Spouse     |
| Common Stock 401k  | 13,626.92 <sup>(2)</sup> | 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 information contained in this form are not required to respond unless the form displays a currently valid OMB control number.** 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. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|  |  |                                      |  |                                |   | 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<br>762 W LANCASTER AVE.<br>BRYN MAWR, PA 19010 | X             |           | CHAIRMAN & PRESIDENT |       |

## Signatures

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

11/04/2010

\_\_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 November 3, 2010, the reporting person contributed shares to a grantor retained annuity trust ("GRAT") by purchasing the shares
- (1) from a separate GRAT, created on December 10, 2009, for which he serves as trustee. These shares are reported as indirectly owned by the reporting person by virtue of serving as trustee of the new GRAT and his pecuniary interest in the retained annuity provided therein.
  - (2) Since the date of the reporting person's last ownership report, the reporting person acquired 15.03 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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