

OMB APPROVAL	
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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>DEBENEDICTIS NICHOLAS</u>  (Last) (First) (Middle) 762 W LANCASTER AVE.  (Street) BRYN MAWR PA 19010  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>AQUA AMERICA INC [ WTR ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>CHAIRMAN &amp; PRESIDENT</u>
	3. Date of Earliest Transaction (Month/Day/Year) 01/22/2010	
4. If Amendment, Date of Original Filed (Month/Day/Year) 01/26/2010		

**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	11/23/2009	11/23/2009	G	V	100,000 <sup>(9)</sup>	D	\$0	0	D	
Common Stock Ownership By Spouse	11/23/2009	11/23/2009	G	V	100,000	A	\$0	0	I	Spouse
Common Stock Ownership By Spouse	12/14/2009	12/14/2009	G	V	90,000 <sup>(10)</sup>	D	\$0	10,000	I	Spouse
Common Stock-GRAT	12/14/2009	12/14/2009	G	V	90,000	A	\$0	0	I	GRAT-Spouse
Common Stock	01/22/2010		A		22,000 <sup>(1)</sup>	A	\$17.14	377,562.84	D	
Common Stock	03/03/2009		G	V	8,466	D	\$0	0	D	
Common Stock Ownership By Spouse	12/21/2009		G	V	30,000 <sup>(4)</sup>	D	\$0	0	I	Spouse
Common Stock-GRAT	12/21/2009		G	V	30,000	A	\$0	120,000	I	GRAT-Spouse
Common Stock	12/21/2009		G	V	1,263	D	\$0	0	D	
Common Stock	10/22/2009		G	V	63	D	\$0	0	D	
Common Stock	06/16/2009		G	V	120	D	\$0	0	D	
Common Stock	12/18/2009		G	V	120,000 <sup>(3)</sup>	D	\$0	0	D	
Common Stock-GRAT	12/18/2009		G	V	120,000	A	\$0	120,000	I	GRAT
Common Stock	12/04/2009		G	V	30,000 <sup>(6)</sup>	D	\$0	0	D	
Common Stock Ownership By Spouse	12/04/2009		G	V	30,000	A	\$0	0	I	Spouse
Common Stock - Ira								3,782.53 <sup>(2)</sup>	D	
Common Stock - Ira								3,024.73 <sup>(7)</sup>	I	IRA - Spouse
Common Stock 401k								13,299.08 <sup>(5)</sup>	I	401k

**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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Stock Options (Right to Buy)	\$17.14	01/22/2010		A		55,000 <sup>(8)</sup>		01/22/2011	01/22/2020	Common Stock	55,000	\$17.14	55,000	D	

**Explanation of Responses:**

- Grant of 22,000 shares of restricted stock which vest one-third each year on the anniversary of the grant date, subject to meeting performance criteria.
- Includes 225,585 shares acquired under the Issuer's dividend reinvestment plan since the date of the reporting person's last ownership report.
- On December 18, 2009, the reporting person contributed 120,000 shares to a grantor retained annuity trust (the "GRAT"). These shares were previously reported as directly beneficially 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.
- On December 21, 2009, the reporting person's spouse contributed 30,000 shares to a GRAT. These shares are 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.
- Since the date of the reporting person's last ownership report, the reporting person acquired 226,0746 shares under the Issuer's 401k Plan.
- This transaction involves a gift of 30,000 shares by the reporting person to his spouse.
- Includes 98.27 shares acquired under the Issuer's dividend reinvestment plan since the date of the reporting person's last ownership report.
- Grant of 55,000 shares of stock options which vest one-third each year on the anniversary of the grant.
- This transaction involves a gift of 1000,000 shares by the reporting person to his spouse.
- On November 23, 2009, the reporting person's spouse contributed 90,000 shares to a GRAT. These shares are 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.

**Remarks:**

This Amended Form 4 is being filed to correct inaccurate share numbers that were reported in Table I of the original Form 4 filed on January 26, 2010. All share numbers reported in Column 5 of table I are as of February 16, 2010.

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

02/16/2010

\*\* Signature of Reporting Person      Date

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

\* 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).

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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