FORM 4

## **UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

OMB APPROVAL								
OMB Number:	3235-0287							
Estimated average burden								
hours per response:	0.5							

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

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*  CARROLL MARY					2. Issuer Name and Ticker or Trading Symbol AQUA AMERICA INC [ WTR ]								5. Relationship of Rep (Check all applicable) X Director					Owner	
,	,	∕liddle	)		3. Date of Earliest Transaction (Month/Day/Year) 06/02/2008									Officer (give titl below)				r (specify w)	
762 W LANCASTER AVE.					4. If Amendment, Date of Original Filed (Month/Day/Year)								6. Individual or Joint/Group Filing (Check Applicable Line)						
MAWR PA 19010														X Form filed by One Reporting					
(Sta	ate) (Z	<u>Z</u> ip)																	
Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned																			
Date				Year) Exec		ecution Date, ny		3. Transaction Code (Instr. 8)					, 4 Securit Benefic Owned		es ally	6. Ownership Form: Direct (D) or Indirect (I)		7. Nature of Indirect Beneficial Ownership (Instr. 4)	
								Code	v	Amount	(A) or (D)	Pric	е	Reported Transaction(s) (Instr. 3 and 4)		(111541. 4)		(111341. 4)	
Common Stock													12,7		779(1)		D		
Restricted				008	06/02/2008		Α		1,500	A	\$1	7.3	1,500		D				
Common Stock														2,966		I		COMMON STOCK - SPOUSE	
Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)																			
Derivative Conversion Date Execusecurity or Exercise (Month/Day/Year) if any				Code (Ir		of Deriv Secur Acqu (A) or Dispo of (D)	rative rities ired rosed	Expirati (Month	on D	ate Year)	Amount of Securities Underlying Derivative Security (Instr 3 and 4)		of D S (I)	of derivative Derivative Securitie Becurity Beneficia Owned Followin Reported		e s lly	Form: Direct (D)	Beneficial Ownership	
	NCASTEI  AWR PA  (State of the content of the conte	NCASTER AVE.  AWR PA 1  (State) (2  Table curity (Instr. 3)  tock  tock  Table curity (Instr. 3)  tock  (Month/Day/Year)  Operivative (Month/Day/Year)	(State) (Zip)  Table I - Courity (Instr. 3)  Table I  Conversion Date (Month/Day/Year)  (Month/Day/Year)  Table I  Execution Date (Month/Day/Year)	Table I - Non-Derive (Month/Day/Year)  Table II - Derivate (e.g., pt. (Month/Day/Year)  Table II - Derivate (e.g., pt. (Month/Day/Year)	(First) (Middle)  NCASTER AVE.  AWR PA 19010  (State) (Zip)  Table I - Non-Derivative Security (Instr. 3)  2. Transaction Date (Month/Day/Year) (Instr. 3)  tock  Table II - Derivative Security (Instr. 3)  2. Transaction Date (Month/Day/Year)  (Month/Day/Year)  2. Table III - Derivative Security (Instr. 3)  3. Transaction Date (Instr. 3)  2. Transaction Date (Instr. 3)  3. Transaction Date (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)	(First) (Middle)  NCASTER AVE.  Table I - Non-Derivative Secution Date (Month/Day/Year)  Table II - Derivative Secution Date (e.g., puts, calls, otherwise of Derivative Security)  Table II - Derivative Security  (e.g., puts, calls, otherwise Security)  A. If Amend 4. If	(First) (Middle)  NCASTER AVE.  Table I - Non-Derivative Securities  (Month/Day/Year)  Table II - Derivative Securities  (e.g., puts, calls, warra  (Month/Day/Year)  Table II - Derivative Securities  (e.g., puts, calls, warra  (Month/Day/Year)  (Month/Day/Year)  Table II - Derivative Securities  (e.g., puts, calls, warra  (month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)	(First) (Middle)  NCASTER AVE.  Table I - Non-Derivative Securities Acterity (Instr. 3)  Table I - Non-Derivative Securities Acterity (Instr. 3)  2. Transaction Date (Month/Day/Year)  (Month/Day/Year)  Table II - Derivative Securities Acquege.g., puts, calls, warrants, if any (Month/Day/Year)  Table II - Derivative Securities Acquege.g., puts, calls, warrants, if any (Month/Day/Year)  3. Transaction Date (Instr. 8)  3. Transaction Date (Month/Day/Year)  3. Transaction Date (Month/Day/Year)  3. Transaction Date (Instr. 8)  3. Transaction Date (Month/Day/Year)  3. Transaction Date (Instr. 8)  3. Transaction Date (Instr. 8)  3. Transaction Date (Instr. 8)  4. Transaction Date (Instr. 8)  5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	(First) (Middle)  NCASTER AVE.  4. If Amendment, Date of Origin.  Table I - Non-Derivative Securities Acquired, (Month/Day/Year)  Provided to ck  Table II - Derivative Securities Acquired, (Month/Day/Year)  Table II - Derivative Securities Acquired, Date (e.g., puts, calls, warrants, option or Exercise Price of Date (Month/Day/Year)  Security  Table II - Derivative Securities Acquired, Date (e.g., puts, calls, warrants, option (Month/Day/Year)  Table II - Derivative Securities Acquired, Date (e.g., puts, calls, warrants, option (A) or Disposed of (D) (Instr. 3, 4 and 5)  Date Date	(First) (Middle)  NCASTER AVE.  4. If Amendment, Date of Original File  (State) (Zip)  Table I - Non-Derivative Securities Acquired, Dispection of Code (Instr. 3)  2. 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Transaction Date (Month/Day/Year) (Month/Day/Year)  (Month/Day/Year)  Table II - Derivative Securities Acquired, Disposed of Code (Instr. 3)  Table II - Derivative Securities Acquired, Disposed of Code (Instr. 3)  Table II - Derivative Securities Acquired, Disposed of Code (Instr. 3)  Table II - Derivative Securities Acquired, Disposed of Code (Instr. 3)  Table II - Derivative Securities Acquired, Disposed of Code (Instr. 3)  Table II - Derivative Securities Acquired, Disposed of Code (Instr. 3)  Table II - Derivative Securities Acquired, Disposed of Code (Instr. 3)  Table II - Derivative Securities Acquired, Disposed of Code (Instr. 3)  Table II - Derivative Securities Acquired, Disposed of Code (Instr. 3)  Table II - Derivative Securities Acquired (A) or Disposed of (D)  Table II - Derivative Securities Acquired (A) or Disposed of (D)  Table II - Derivative Securities Acquired (A) or Disposed of (D)  Table II - Derivative Securities Acquired (A) or Disposed of (D)  Table II - Derivative Securities Acquired (A) or Disposed of (D)  Table II - Derivative Securities Acquired (A) or Disposed of (D)  Table II - Derivative Securities Acquired (A) or Disposed of (D)  Table II - Derivative Securities Acquired (A) or Disposed of (D)  Table II - Derivative Securities Acquired (A) or Disposed of (D)  Table II - Derivative Securities Acquired (A) or Disposed of (D)  Table II - Derivative Securities Acquired (A) or Disposed of (D)  Table II - Derivative Securities Acquired (A) or Disposed of (D)  Table II - Derivative Securities Acquired (A) or Disposed of (D)  Table II - Derivative Securities Acquired (A) or Disposed of (D)  Table II - Derivative Securities Acquired (D)  Table II - Derivative Securi	(First) (Middle)  NCASTER AVE.  Table I - Non-Derivative Securities Acquired, Disposed of, or B (Month/Day/Year)    Code   V	(First) (Middle)  NCASTER AVE.  4. If Amendment, Date of Original Filed (Month/Day/Year)  Table I - Non-Derivative Securities Acquired, Disposed of, or Benefic and Security (Instr. 3)  2. Transaction Date (Month/Day/Year)  (Month/Day/Year)  2. Transaction Date (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  Table II - Derivative Securities Acquired, Disposed of (D) (Instr. 3, and 5)  Code V Amount (A) or Price (e.g., puts, calls, warrants, options, convertible securities and pure securities (Month/Day/Year)  Table II - Derivative Securities Acquired, Disposed of, or Beneficiary (e.g., puts, calls, warrants, options, convertible securities and pure securities (Month/Day/Year)  Table II - Derivative Securities Acquired, Disposed of, or Beneficiary (e.g., puts, calls, warrants, options, convertible securities and pure securities (Month/Day/Year)  Table II - Derivative Securities Acquired, Disposed of, or Beneficiary (e.g., puts, calls, warrants, options, convertible securities (Month/Day/Year)  Table II - Derivative Securities Acquired, Disposed of, or Beneficiary (e.g., puts, calls, warrants, options, convertible securities (A) or Disposed of (D) (Instr. 3, 4 and 5)  Amount of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	(First) (Middle)  NCASTER AVE.  4. If Amendment, Date of Original Filed (Month/Day/Year)  (State) (Zip)  Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficiall Security (Instr. 3)  2. Transaction Date (Month/Day/Year) (Month/Day/Year)  2. Transaction Date (Month/Day/Year) (Month/Day/Year) (Month/Day/Year)  2. Transaction Date (Month/Day/Year) (Month/Day/Year) (Month/Day/Year)  3. Transaction Date (e.g., puts, calls, warrants, options, convertible securities) (e.g., puts, calls, warrants, options, convertible securities)  3. Transaction Date (month/Day/Year) (Month/Day/Year) (Month/Day/Year)  3. Transaction Date (e.g., puts, calls, warrants, options, convertible securities) (Month/Day/Year) (Month/Day/Year)  4. Scurities Acquired, Disposed of, or Beneficially (e.g., puts, calls, warrants, options, convertible securities) (month/Day/Year)	Code   NCASTER AVE.   19010   1	Code   Incomplete   Incomplet	Control (Widdle)   Control (Widdle)   Control (Widdle)   Code   V   Amount   Code (Instr. 3)   Code   V   Amount   Code (Instr. 3)   Code   V   Code (Instr. 3)   Code   V   Code (Instr. 3)   Code (Instr. 3)	NCASTER AVE.  4. If Amendment, Date of Original Filed (Month/Day/Year)  (State) (Zip)  Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned  (State) (Zip)  A. Securities Acquired (A) or Date  (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  Table II - Derivative Securities Acquired, Disposed of (D) (Instr. 3, 4 and 5)  Table II - Derivative Securities Acquired, Disposed of (D) (Instr. 3, 4 and 5)  Table II - Derivative Securities Acquired, Disposed of (D) (Instr. 3, 4 and 5)  Table II - Derivative Securities Acquired, Disposed of (D) (Instr. 3, 4 and 5)  Table II - Derivative Securities Acquired, Disposed of (D) (Instr. 3, 4 and 5)  Table II - Derivative Securities Acquired, Disposed of (D) (Instr. 3, 4 and 5)  Table II - Derivative Securities Acquired, Disposed of (D) (Instr. 3, 4 and 5)  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible Securities)  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible Securities)  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible Securities)  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible Securities)  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible Securities)  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owne	

## Explanation of Responses:

1. Adjustment of -2 shares as of 11/10/2004

Roy Stahl - Power of Attorney 06/04/2008

\*\* Signature of Reporting Person Date

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

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

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 Number.

 $<sup>^{\</sup>star}$  If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

<sup>\*\*</sup> Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).