\square

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

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

	JVAL
OMB Number:	3235-0287
Estimated average burd	en
hours per response:	0.5

1. Name and Addres	1 0		2. Issuer Name and Ticker or Trading Symbol <u>AQUA AMERICA INC</u> [WTR]		lationship of Reporting Person(s) to Issuer ck all applicable) Director 10% Owner			
(Last) (First) (Middle) 762 W LANCASTER AVE.		(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 02/27/2016		Officer (give title below)	Other (specify below)		
(Street)			4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applic Line)				
BRYN MAWR	PA	19010		X Form filed by One Reporting Per Form filed by More than One Re 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	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	Transaction(s) (Instr. 3 and 4)		(1150.4)
Common Stock	01/20/2016		G	v	1,160	D	\$28.945	96,669.79	D	
Common Stock	02/05/2016		G	v	638	D	\$31.515	96,031.79	D	
Common Stock	02/27/2016		A		39,882(1)	A	\$ <mark>0</mark>	135,913.79	D	
Common Stock	02/27/2016		F		13,236(2)	D	\$31.135	122,677.79	D	
Common Stock - IRA								5,180	D	
Common Stock - IRA								4,141	Ι	IRA - Spouse
Common Stock 401k								1.92 ⁽³⁾	Ι	401k

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

L				(e.g., p	uis, c	ans,	vvaii	ants,	options, i	Convertin	ie set	Junitesj				
	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. Transa Code (8)		5. Nu of Deriv Secu Acqu (A) or Dispo of (D) (Instr and 5	ative rities ired osed . 3, 4	6. Date Exercisable and Expiration Date (Month/Day/Year)		iration Date Amount of			9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	Ownership Form: Direct (D)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
					Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				

Explanation of Responses:

1. Represents acquisition of shares upon the earning and vesting of performance-based share units awarded on 02/27/2013. Represents vesting at 115.6% of target.

2. Disposition to issuer for tax obligations upon the vesting of performance-based share units.

3. Includes additional shares acquired under the Company's 401k plan since the last filing.

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

03/01/2016

** Signature of Reporting Person

on 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.

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.