

**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**

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*<br><u>RUBIN ROBERT A</u><br><br>(Last) (First) (Middle)<br><u>762 W LANCASTER AVE.</u><br><br>(Street)<br><u>BRYN MAWR PA 19010</u><br><br>(City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol<br><u>AQUA AMERICA INC [ WTR ]</u><br><br>3. Date of Earliest Transaction (Month/Day/Year)<br><u>11/10/2014</u><br><br>4. If Amendment, Date of Original Filed (Month/Day/Year) | 5. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)<br><br>Director 10% Owner<br><input checked="" type="checkbox"/> Officer (give title below) Other (specify below)<br><u>Chief Accounting Officer</u><br><br>6. Individual or Joint/Group Filing (Check Applicable Line)<br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br>Form filed by More than One Reporting Person |
|--|---|--|

**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                    | 11/10/2014                           |  | M                              |   | 10,000  | A          | \$23.57   | 67,730.77   | D  |   |
| Common Stock                    | 11/10/2014                           |  | M                              |   | 11,249  | A          | \$18.61   | 78,979.77   | D  |   |
| Common Stock                    | 11/10/2014                           |  | S                              |   | 10,000  | D          | \$26.5001 | 68,979.77   | D  |   |
| Common Stock                    | 11/10/2014                           |  | S                              |   | 11,249  | D          | \$26.5017 | 57,730.77   | D  |   |
| Common Stock                    | 10/29/2014                           |  | G                              | V | 50  | D          | \$25.304  | 57,680.77   | D  |   |
| Common Stock                    | 11/12/2014                           |  | G                              | V | 275   | D          | \$26.46   | 57,405.77   | D  |   |
| Common Stock 401k               |                                      |  |                                |   |   |            |           | 14,968.14 <sup>(1)</sup>  | D  |   |

**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) |
|--|--|--------------------------------------|--|--------------------------------|--|--|-----------------|---|----------------------------|--|--|---|--|
|  |  |                                      |  |                                |  | Date Exercisable   | Expiration Date | Title   | Amount or Number of Shares |  |  |   |  |
| Stock Options (Right to Buy)               | \$23.57  | 11/10/2014                           |  | M                              | 10,000   | 03/07/2007   | 03/07/2016      | Common Stock  | 10,000                     | \$0  | 0  | D   |  |
| Stock Options (Right to Buy)               | \$18.61  | 11/10/2014                           |  | M                              | 11,249   | 02/22/2008   | 02/22/2017      | Common Stock  | 11,249                     | \$0  | 0  | D   |  |

**Explanation of Responses:**

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

Alexander Whitelam

11/11/2014

\*\* 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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