FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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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 [*] SMELTZER DAVID						2. Issuer Name and Ticker or Trading Symbol AQUA AMERICA INC [WTR]									5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner					
(Last) (First) (Middle)						3. Date of Earliest Transaction (Month/Day/Year) 02/26/2009								2	C Office	r (give title ')		Other (below)	specify	
762 W LANCASTER AVE.															SR. V	SR. VICE PRESIDENT & CFO				
						4. If Amendment, Date of Original Filed (Month/Day/Year) 03/02/2009									6. Individual or Joint/Group Filing (Check Applicable Line)					
(Street) BRYN MAWR PA 19010					05/0	0370212007									Form filed by One Reporting Person					
					-										Form filed by More than One Reporting Person				orting	
(City) (State) (Zip)															i cison					
		Tat	ole I - I	Non-Deri	vative	Sec	urities	s Ac	quired,	Dis	posed o	of, or l	Benef	ficial	ly Owne	d				
· · · · · · · · · · · · · · · · · · ·				2. Transac Date (Month/Da		Exe if an	A. Deemed xecution Date, any Month/Day/Year)		3. Transaction Code (Instr. 8)		4. Securities Acquired (Disposed Of (D) (Instr. 3 and 5)			5. Amo Securit Benefic Owned	ties cially	For (D) Indi	rect (I)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
				Code	v	Amount			(A (D	or F	Price				tr. 4)	(Instr. 4)				
Common Stock 02/26/20						09			Α		6,000	6,000 ⁽¹⁾ A \$		\$1 <mark>9.</mark> 1	2 35,	35,552.94		D		
Common Stock 401k															16,	16,433.91		D		
Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned																				
				(e.g., p	outs, c	alls	, warra	ants	, option	is, c	onverti	ble se	curiti	ies)						
1. Title of Derivative Security (Instr. 3)	2. Conversior or Exercise Price of Derivative Security		Execut if any	3A. Deemed Execution Date, f any Month/Day/Year)		ction nstr.	on of		6. Date Ex Expiratior (Month/Da	ו Dat	е	Amount of			8. Price of Derivative Security (Instr. 5)	9. Number derivative Securities Beneficiall Owned Following Reported Transactio (Instr. 4)	У	Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
					Code	e V (A)		(D)	Date Exercisab		xpiration late	Title	or	ount nber ıres						
Stock Options (Right to Buy)	\$19.12	02/26/2009			A		15,000		02/26/201	0 0	2/26/2019	Commo Stock	ⁿ 15,	,000	\$19.12	15,000		D		

Explanation of Responses:

1. Grant of 6,000 shares of restricted stock, which vest 100% on third anniversary of grant date, subject to meeting performance criteria.

Remarks:

This Amended Form 4 is being filed to correct an error contained in the original Form 4 filed on March 2, 2009 (the "Original Form 4"). The Original Form 4 inadvertently neglected to report the total amount of securities beneficially owned following the reported transaction in Table I, Column 5.

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

03/13/2009

** 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.

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.

OMB APPROVAL