

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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) <u>762 W LANCASTER AVE.</u> (Street) <u>BRYN MAWR PA 19010</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>AQUA AMERICA INC [WTR]</u> 3. Date of Earliest Transaction (Month/Day/Year) <u>06/03/2013</u> 4. If Amendment, Date of Original Filed (Month/Day/Year)	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 & PRESIDENT</u> 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person
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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	06/03/2013		M		36,031	A	\$16.1475	332,651.94	D	
Common Stock	06/03/2013		F		23,859 ⁽¹⁾	D	\$31.425	308,792.94	D	
Common Stock	06/03/2013		M		93,333	A	\$18.3338	402,125.94	D	
Common Stock	06/03/2013		F		65,618 ⁽¹⁾	D	\$31.425	336,507.94	D	
Common Stock	06/03/2013		M		55,000	A	\$29.46	391,507.94	D	
Common Stock	06/03/2013		F		52,548 ⁽¹⁾	D	\$31.425	338,959.94	D	
Common Stock	06/03/2013		M		55,000	A	\$23.26	393,959.94	D	
Common Stock	06/03/2013		F		44,729 ⁽¹⁾	D	\$31.425	349,230.94	D	
Common Stock	06/03/2013		M		55,000	A	\$20.18	404,230.94	D	
Common Stock	06/03/2013		F		40,776 ⁽¹⁾	D	\$31.425	363,454.94	D	
Common Stock	06/03/2013		M		55,000	A	\$19.12	418,454.94	D	
Common Stock	06/03/2013		F		40,033 ⁽¹⁾	D	\$31.425	378,421.94	D	
Common Stock	06/03/2013		M		55,000	A	\$17.14	433,421.94	D	
Common Stock	06/03/2013		F		37,625 ⁽¹⁾	D	\$31.425	395,796.94	D	
Common Stock	06/04/2013		S		45,000	D	\$30.6937	350,796.94	D	
Common Stock	06/05/2013		S		54,176	D	\$30.3674	296,620.94	D	
Common Stock Ownership By Spouse								64,280	I	Spouse
Common Stock-GRAT								69,296	I	GRAT #4
Common Stock - Ownership By Trust								171,488	I	Trust
Common Stock - Ownership By Trust								185,160	I	Trust - Spouse
Common Stock - IRA								4,144	D	
Common Stock - IRA								3,313	I	IRA - Spouse
Common Stock 401k								15,448.78 ⁽²⁾	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	Amount or Number of Shares				
Stock Options (Right to Buy)	\$16.1475	06/03/2013		M			36,031	03/01/2005	03/01/2014	Common Stock	36,031	\$0	0	D	
Stock Options (Right to Buy)	\$18.3338	06/03/2013		M			93,333	02/28/2006	02/28/2015	Common Stock	93,333	\$0	0	D	
Stock Options (Right to Buy)	\$29.46	06/03/2013		M			55,000	03/07/2007	03/07/2016	Common Stock	55,000	\$0	0	D	
Stock Options (Right to Buy)	\$23.26	06/03/2013		M			55,000	02/22/2008	02/22/2017	Common Stock	55,000	\$0	0	D	
Stock Options (Right to Buy)	\$20.18	06/03/2013		M			55,000	02/26/2009	02/26/2018	Common Stock	55,000	\$0	0	D	
Stock Options (Right to Buy)	\$19.12	06/03/2013		M			55,000	02/26/2010	02/26/2019	Common Stock	55,000	\$0	0	D	
Stock Options (Right to Buy)	\$17.14	06/03/2013		M			55,000	01/22/2011	01/22/2020	Common Stock	55,000	\$0	0	D	

Explanation of Responses:

- Shares disposed of as part of a stock swap to exercise stock options.
- Includes 83.45 additional shares acquired under the Company's 401k plan since the last filing.

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

06/05/2013

** 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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