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

Name and Address of Reporting Person* Franklin Chris						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) 762 W LA	,	First) (Middle)				3. Date of Earliest Transaction (Month/Day/Year) 02/25/2014									belo	,	Other (specify below))	
(Street) BRYN MA	BRYN MAWR PA 19010					4. If Amendment, Date of Original Filed (Month/Day/Year)) K Fom Fom	vidual or Joint/Group Filing (Check Applicable Form filed by One Reporting Person Form filed by More than One Reporting Person				
	Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned																			
Date					Date Ex Month/Day/Year) if a		2A. Deemed Execution Date, if any (Month/Day/Year)		3. Transaction Code (Instr. 8)		4. Securities Acquired (A Disposed Of (D) (Instr. 3 5)				Secui Bene Owne	ficially d	6. Ownership Form: Direct (D) or Indirect (I)		7. Nature of Indirect Beneficial Ownership (Instr. 4)	
						Code	v	Amount	(A) (D)	or P	rice	Repo Trans	Following Reported Transaction(s) (Instr. 3 and 4)		(Instr. 4)					
Common Stock 02/25/2									A		7,434(1)	A		\$ <mark>0</mark>	4	48,237				
Common Stock 02/25/20)14				F		3,065(2)	I	\$	24.84	5 4	45,172		D		
Common Stock 02/27/20					14				A		4,200(3)	A		\$0	4	49,372		D		
Common Stock 401k														10,083.85		D				
	Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)																			
Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	Executif any	Deemed ution Date, / th/Day/Year)	4. Transac Code (I 8)		5. Nu of Deriv Secur Acqu (A) or Dispo of (D) (Instr	rities ired rosed . 3, 4	6. Date Expirat (Month)	ion D /Day/	Vear) Securitie Underlyi Derivatii Security 3 and 4)		nt of ities lying itive ity (Ins	unt ber	Price f erivative ecurity nstr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction (Instr. 4)	Owner Form: Direct or Ind (I) (Ins 4)	(D)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	

Explanation of Responses:

- 1. Represents acquisition of shares upon the earning and vesting of performance-based share units awarded on 02/25/2011. Represents vesting at 150% of target.
- 2. Disposition to issuer for tax obligations upon the vesting of restricted stock units and performance-based share units.
- 3. Represents award of restricted stock units. Each restricted stock unit represents a contingent right to receive one share of Common Stock. The restricted stock units vest on February 27, 2017.

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

02/27/2014

<u>Franklin</u>

** 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.