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 Addre	1 0		2. Issuer Name and Ticker or Trading Symbol AQUA AMERICA INC [WTR]		tionship of Reporting Person(s) to Issuer all applicable) Director 10% Owner			
(Last) 762 W LANCAS	(First) STER AVE.	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 01/02/2014		Officer (give title below) CHAIRMAN & PR	Other (specify below)		
(Street) BRYN MAWR PA 19010 (City) (State) (Zip)			4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) X 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

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 Disposed Of			5. Amount of Securities Beneficially Owned	6. Ownership Form: Direct (D) or Indirect (I)	7. Nature of Indirect Beneficial Ownership
			Code	v	Amount	(A) or (D)	Price	Following Reported Transaction(s) (Instr. 3 and 4)	(Instr. 4)	(Instr. 4)
Common Stock	12/20/2013		G	v	1,955	D	\$23.62	322,717.84	D	
Common Stock - Ownership By Trust	01/02/2014		S		16,666(1)	D	\$23.1578	147,696	I	Trust
Common Stock - Ownership By Trust	01/02/2014		s		16,667(1)	D	\$23.1578	164,782	I	Trust - Spouse
Common Stock	01/02/2014		S		16,667(1)	D	\$23.1578	306,050.84	D	
Common Stock - IRA								5,180	D	
Common Stock - IRA								4,141	I	IRA - Spouse
Common Stock 401k								19,677.52 ⁽²⁾	Ι	401k
Common Stock Ownership By Spouse								80,350	I	Spouse

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. Transact Code (In 8)		of Deriv Secu Acqu (A) of Dispo of (D) (Instr	5. Number 6. Date Exercis: of Expiration Date Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		ate	Amour Securi Underl Deriva	nt of ties ying tive ty (Instr.	8. Price of Derivative Security (Instr. 5)	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. The transactions reported on this Form 4 were executed under a Rule 10b5-1(b) trading plan, dated September 13, 2013.

2. 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> <u>DeBenedictis</u>

01/06/2014

** 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.

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.