

**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

<b>1. Name and Address of Reporting Person*</b> <u>DEBENEDICTIS NICHOLAS</u>  (Last) (First) (Middle) <u>762 W LANCASTER AVE.</u>  (Street) <u>BRYN MAWR PA 19010</u>  (City) (State) (Zip)	<b>2. Issuer Name and Ticker or Trading Symbol</b> <u>AQUA AMERICA INC [ WTR ]</u>  <b>3. Date of Earliest Transaction (Month/Day/Year)</b> <u>10/28/2011</u>  <b>4. If Amendment, Date of Original Filed (Month/Day/Year)</b>	<b>5. Relationship of Reporting Person(s) to Issuer</b> (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>CHAIRMAN &amp; PRESIDENT</u>  <b>6. Individual or Joint/Group Filing (Check Applicable Line)</b> <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-GRAT	10/28/2011		J		55,078 <sup>(1)</sup>	D	\$22.235	65,777.878	I	GRAT #3 - Spouse
Common Stock Ownership By Spouse	10/28/2011		J		55,078 <sup>(1)</sup>	A	\$22.235	55,078	I	Spouse
Common Stock								225,312.95	D	
Common Stock-GRAT								120,855.878	I	GRAT #3
Common Stock-GRAT								120,776	I	GRAT #4
Common Stock-GRAT								120,776	I	GRAT #4 - Spouse
Common Stock - IRA								3,993.09 <sup>(2)</sup>	D	
Common Stock - IRA								3,192.58 <sup>(3)</sup>	I	IRA - Spouse
Common Stock 401k								14,245.88 <sup>(4)</sup>	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			

**Explanation of Responses:**

- On October 28, 2011, the reporting person's spouse distributed shares from a grantor retained annuity trust ("GRAT") to an individual account in the spouse's name. These shares were previously reported as indirectly beneficially owned by the reporting person's spouse by virtue of his spouse serving as trustee of the GRAT and will continue to be reported as indirectly beneficially owned in the individual account.
- Includes 29.16 shares acquired under the Issuer's dividend reinvestment plan since the date of the reporting person's last ownership report.
- Includes 23.67 shares acquired under the Issuer's dividend reinvestment plan since the date of the reporting person's last ownership report.
- Since the date of the reporting person's last ownership report, the reporting person acquired 302.18 shares under the Issuer's 401k Plan.

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

11/01/2011

\*\* 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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