

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL	
OMB Number:	3235-0287
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1. Name and Address of Reporting Person* <u>Luning Christopher Paul</u> (Last) (First) (Middle) 762 W. LANCASTER AVE (Street) BRYN MAWR PA 19010 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Essential Utilities, Inc. [WTRG]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Sr. VP, General Counsel & Sec</u>
	3. Date of Earliest Transaction (Month/Day/Year) 02/24/2020	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	

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	02/24/2020		A		7,835 ⁽¹⁾	A	\$0	55,926.04 ⁽²⁾	D	
Common Stock	02/24/2020		F		4,740 ⁽³⁾	D	\$53.32	51,186.04	D	
Common Stock	02/26/2020		A		2,811 ⁽⁴⁾	A	\$0	53,997.04	D	
Common Stock 401k								1,486.4555 ⁽⁵⁾	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)
						Date Exercisable	Expiration Date					

Explanation of Responses:

- Represents acquisition of shares upon the earning and vesting of performance-based share units awarded on 02/22/2017. Vesting determination was made by the Compensation Committee on 02/12/2020. Represents vesting at 159.91%.
- Includes additional shares acquired under the Issuer's Employee Stock Purchase Program since the date of the reporting person's last ownership report.
- Disposition to issuer for tax obligations upon the vesting of restricted stock units and performance-based share units.
- 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 02/26/2023.
- Includes share acquired under the Company's 401k plan since the last filing.

/s/ Brian Dingerdissen,
attorney-in-fact for Mr. Luning 02/28/2020

** 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.