

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 Address of Reporting Person* <u>Ross William C</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>AQUA AMERICA INC [WTR]</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 Engineering and Environ</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>01/22/2013</u>	
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	01/22/2013		F		993 ⁽¹⁾	D	\$27	23,944	D	
Common Stock	01/22/2013		S		1,904 ⁽²⁾	D	\$27	22,040	D	
Common Stock	01/22/2013		M		10,666 ⁽³⁾	A	\$16.1475	32,706	D	
Common Stock	01/22/2013		D		10,666 ⁽³⁾	D	\$27	22,040	D	
Common Stock	01/22/2013		M		10,666 ⁽³⁾	A	\$18.3338	32,706	D	
Common Stock	01/22/2013		D		10,666 ⁽³⁾	D	\$27	22,040	D	
Common Stock	01/24/2013		S		103 ⁽²⁾	D	\$27	21,937	D	
Common Stock - IRA								1,041	D	
Common Stock 401k								3,436.37 ⁽⁴⁾	D	

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	01/22/2013		M			10,666	03/01/2005	03/01/2014	Common Stock	10,666	\$0	0	D	
Stock Options (Right to Buy)	\$18.3338	01/22/2013		M			10,666	02/28/2006	02/28/2015	Common Stock	10,666	\$0	0	D	

Explanation of Responses:

- Shares withheld to fulfill the tax liability on a lapse of restricted stock grant.
- Shares sold in conjunction with 10b5-1 plan.
- Options exercised in conjunction with 10b5-1 plan.
- Includes 157.18 additional shares acquired under the Company's 401k plan since the last filing.

Frederick J. Martino

01/24/2013

** 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.

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.