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| <b>OMB APPROVAL</b>                          |           |
| OMB Number:                                  | 3235-0287 |
| Estimated average burden hours per response: | 0.5       |

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*<br><u>DEBENEDICTIS NICHOLAS</u><br><br>(Last) (First) (Middle)<br>762 W LANCASTER AVE.<br><br>(Street)<br>BRYN MAWR PA 19010<br><br>(City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol<br><u>AQUA AMERICA INC [ WTR ]</u> | 5. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)<br><input checked="" type="checkbox"/> Director 10% Owner<br><input checked="" type="checkbox"/> Officer (give title below) Other (specify below)<br><u>CHAIRMAN &amp; PRESIDENT</u> |
|                                                                                                                                                                                                   | 3. Date of Earliest Transaction (Month/Day/Year)<br>12/01/2014                 |                                                                                                                                                                                                                                                                 |
| 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                     | 11/10/2014                           |                                                    | G                              | V | 567                                                               | D          | \$26.46   | 146,019.79                                                                                    | D                                                        |                                                       |
| Common Stock                     | 12/01/2014                           |                                                    | S                              |   | 16,667                                                            | D          | \$26.5004 | 129,352.79                                                                                    | D                                                        |                                                       |
| Common Stock - IRA               |                                      |                                                    |                                |   |                                                                   |            |           | 5,180                                                                                         | D                                                        |                                                       |
| Common Stock - IRA               |                                      |                                                    |                                |   |                                                                   |            |           | 4,141                                                                                         | I                                                        | IRA - Spouse                                          |
| Common Stock 401k                |                                      |                                                    |                                |   |                                                                   |            |           | 20,331.69 <sup>(1)</sup>                                                                      | I                                                        | 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. 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 |                                                                                        | Date Exercisable                                         | Expiration Date |                                                                                   |                                            |                                                                                                    |                                                           |                                                        |

**Explanation of Responses:**

1. Includes additional shares acquired under the Company's 401k plan since the last filing.

/s/ Brian Dingerdissen,  
attorney-in-fact for Mr. DeBenedictis 12/02/2014

\*\* 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.