

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

1. Name and Address of Reporting Person* <u>DEBENEDICTIS NICHOLAS</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) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>CHAIRMAN & PRESIDENT</u>
	3. Date of Earliest Transaction (Month/Day/Year) 05/01/2012	
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	05/01/2012		G	V	88	D	\$22.75	390,234.95	D	
Common Stock	12/20/2012		G	V	83,000 ⁽¹⁾	D	\$24.82	414,033.95	D	
Common Stock Ownership By Spouse	12/20/2012		G	V	83,000 ⁽¹⁾	A	\$24.82	195,763	I	Spouse
Common Stock - Ownership By Trust	12/20/2012		G	V	167,508 ⁽²⁾	A	\$24.82	167,508	I	Trust
Common Stock	12/20/2012		G	V	167,508 ⁽²⁾	D	\$24.82	246,525.94	D	
Common Stock Ownership By Spouse	12/20/2012		G	V	185,160 ⁽³⁾	D	\$24.82	10,603	I	Spouse
Common Stock - Ownership By Trust	12/20/2012		G	V	185,160 ⁽³⁾	A	\$24.82	185,160	I	Trust - Spouse
Common Stock-GRAT								69,296	I	GRAT #4
Common Stock-GRAT								60,225	I	GRAT #4 - Spouse
Common Stock - IRA								4,144 ⁽⁴⁾	D	
Common Stock - IRA								3,313 ⁽⁵⁾	I	IRA - Spouse
Common Stock 401k								15,136.71 ⁽⁶⁾	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		Date Exercisable	Expiration Date					

Explanation of Responses:

- This transaction involves a gift of shares by the reporting person to his spouse.
- On December 20, 2012, the reporting person contributed 167,508 shares to a Dynasty Trust. These shares are reported as indirectly owned by the reporting person by virtue of serving as trustee of the Dynasty Trust.

3. On December 20, 2012, the reporting person's spouse contributed 185,160 shares to a Dynasty Trust. These shares are reported as indirectly owned by the reporting person's spouse by virtue of her serving as trustee of the Dynasty Trust.

4. Includes 29.39 additional shares acquired under the Issuer's dividend reinvestment plan since the date of the reporting person's last ownership report.

5. Includes 23.49 additional shares acquired under the Issuer's dividend reinvestment plan since the date of the reporting person's last ownership report.

6. Includes 109.52 additional shares acquired under the Company's 401k plan since the last filing.

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

12/24/2012

** 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.