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
Theil L Rita
C/O GLOBAL WATER RESOURCES, INC.
21410 N 19TH AVENUE #220
PHOENIX AZ 85027

2. Issuer Name and Ticker or Trading Symbol
Global Water Resources, Inc. [ GWRS ]

3. Date of Earliest Transaction (Month/Day/Year)
02/28/2017

4. If Amendment, Date of Original Filed (Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer
X Director 10% Owner
Officer (give title below)

6. Individual or Joint/Group Filing (Check Applicable Line)
X Form filed by One Reporting Person
Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)
Deferred Phantom Unit

2. Transaction Date (Month/Day/Year)
02/28/2017

3A. Deemed Execution Date, if any (Month/Day/Year)

4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)
(A)

5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)
132

6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)
D

7. Nature of Indirect Beneficial Ownership (Instr. 4)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Derivative Security (Instr. 3)
Deferred Phantom Unit

2. Conversion or Exercise Price of Derivative Security

3. Transaction Date (Month/Day/Year)
02/28/2017

3A. Deemed Execution Date, if any (Month/Day/Year)

4. Transaction Code (Instr. 8)
A

5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)
132

6. Date Exercisable and Expiration Date (Month/Day/Year)

7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)
Common Stock 132

8. Price of Derivative Security (Instr. 5)
$0.00

9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)
50,682

10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)
D

11. Nature of Indirect Beneficial Ownership (Instr. 4)

Explanation of Responses:
1. Each deferred phantom unit ("DPU") is the economic equivalent to one share of common stock of Global Water Resources, Inc. (the "Company").

2. The DPUs are fully vested upon grant. In addition, the DPUs are only permitted to be redeemed upon the reporting person ceasing to be a director of the Company and do not have a set expiration date.

Remarks:
/s/ Jeff Risenmay, attorney-in-fact

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).

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.