**Fleming Ronnie L**

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

**Global Water Resources, Inc.** [GWRS]

**02/28/2017**

**Director**

**President and CEO**

**Form filed by One Reporting Person**

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

<table>
<thead>
<tr>
<th>Title of Security (Instr. 3)</th>
<th>Transaction Date (Month/Day/Year)</th>
<th>Deemed Execution Date, if any (Month/Day/Year)</th>
<th>Transaction Code (Instr. 8)</th>
<th>Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)</th>
<th>Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)</th>
<th>Ownership Form: Direct (D) or Indirect (I) (Instr. 4)</th>
<th>Nature of Indirect Beneficial Ownership (Instr. 4)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Phantom Stock Unit</td>
<td>(1)</td>
<td>02/28/2017</td>
<td>A</td>
<td>51 (1)</td>
<td>$0.00 19,671 (1)</td>
<td>D</td>
<td></td>
</tr>
</tbody>
</table>

**Explanation of Responses:**

1. Each phantom stock unit ("PSU") is the economic equivalent of one share of common stock of Global Water Resources, Inc. ("the Company").
2. The PSUs are fully vested upon grant and immediately exercisable. The PSUs do not have a set expiration date.
3. The total includes prior grants of PSUs that have different vesting and expiration dates, as previously reported by the reporting person.

**Remarks:**

/s/ Jeff Risenmay, attorney-in-fact 03/02/2017

**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).
Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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