**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

1. **Name and Address of Reporting Person**
   
   Fleming Ronnie L
   
   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)**
   
   09/30/2019

4. **Exercise Price**
   
   Determined by taking the weighted average closing share price of the Company's common stock of the five day period prior to September 30, 2019.

5. **Relationship of Reporting Person(s) to Issuer**
   
   X Director
   
   X President and CEO

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

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### 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 (A) or (D)</th>
<th>Price (In $)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Common Stock</td>
<td>09/30/2019</td>
<td>M</td>
<td>4,356</td>
<td>A</td>
<td>$0(1)</td>
<td>21,356</td>
</tr>
<tr>
<td>Common Stock</td>
<td>09/30/2019</td>
<td>D</td>
<td>4,356</td>
<td>D</td>
<td>$12.01(2)</td>
<td>17,000</td>
</tr>
</tbody>
</table>

### Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

<table>
<thead>
<tr>
<th>Title of Derivative Security (Instr. 3)</th>
<th>Conversion or Exercise Price of Derivative Security</th>
<th>Transaction Date (Month/Day/Year)</th>
<th>Deemed Execution Date, if any (Month/Day/Year)</th>
<th>Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)</th>
<th>Date Exercisable</th>
<th>Expiration Date</th>
<th>Price of Derivative Security (Instr. 5)</th>
<th>Amount or Number of Shares of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)</th>
<th>Title of Security (Instr. 5)</th>
<th>Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 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>09/30/2019</td>
<td>A</td>
<td>53</td>
<td>(1)</td>
<td>(3)</td>
<td>Common Stock</td>
<td>53</td>
<td>$0</td>
<td>26,244(4)</td>
<td>D</td>
<td></td>
</tr>
<tr>
<td>Phantom Stock Unit</td>
<td>(1)</td>
<td>09/30/2019</td>
<td>M</td>
<td>4,356</td>
<td>(5)</td>
<td>(5)</td>
<td>Common Stock</td>
<td>4,356</td>
<td>$0</td>
<td>21,888(5)</td>
<td>D</td>
<td></td>
</tr>
</tbody>
</table>

**Explanations 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 exercise price was determined by taking the weighted average closing share price of the Company's common stock of the five day period prior to September 30, 2019.**
3. **The PSUs are fully vested upon grant and immediately exercisable.**
4. **The total includes prior grants of PSUs that have different vesting and expiration dates, as previously reported by the reporting person.**
5. **Each PSU is the economic equivalent of one share of the Company's common stock."**
6. **The PSUs are exercisable at time of vesting and do not have a set expiration date.**

**Remarks:**

/s/ Heather Krupa, attorney-in-fact  
10/01/2019

**Signature of Reporting Person Date**

* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).