### UNITED STATES SECURITIES AND EXCHANGE COMMISSION

**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

**Fleming Ronnie L.**

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

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

<table>
<thead>
<tr>
<th>1. Title of Security (Instr. 3)</th>
<th>2. Transaction Date (Month/Day/Year)</th>
<th>2A. Deemed Execution Date, if any (Month/Day/Year)</th>
<th>3. Transaction Code (Instr. 8)</th>
<th>4. Securities Acquired (A) or Disposed Of (D) (Instr. 3 and 4)</th>
<th>5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)</th>
<th>6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)</th>
<th>7. Nature of Indirect Beneficial Ownership (Instr. 4)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Common Stock</td>
<td>09/28/2018</td>
<td>M</td>
<td>4,785</td>
<td>A</td>
<td>$0(1)</td>
<td>19,785</td>
<td>D</td>
</tr>
<tr>
<td>Common Stock</td>
<td>09/28/2018</td>
<td>D</td>
<td>4,785</td>
<td>D</td>
<td>$10.41(2)</td>
<td>15,000</td>
<td>D</td>
</tr>
</tbody>
</table>

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

<table>
<thead>
<tr>
<th>1. Title of Derivative Security (Instr. 3)</th>
<th>2. Conversion or Exercise Price of Derivative Security</th>
<th>3. Transaction Date (Month/Day/Year)</th>
<th>3A. Deemed Execution Date, if any (Month/Day/Year)</th>
<th>4. Transaction Code (Instr. 8)</th>
<th>5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)</th>
<th>6. Date Exercisable and Expiration Date (Month/Day/Year)</th>
<th>7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)</th>
<th>8. Price of Derivative Security (Instr. 5)</th>
<th>9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)</th>
<th>10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)</th>
<th>11. Nature of Indirect Beneficial Ownership (Instr. 4)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Phantom Stock Unit</td>
<td>(1)</td>
<td>09/28/2018</td>
<td>A</td>
<td>60</td>
<td>(1)</td>
<td>(3)</td>
<td>Common Stock</td>
<td>60</td>
<td>$0</td>
<td>27,028(4)</td>
<td>D</td>
</tr>
<tr>
<td>Phantom Stock Unit</td>
<td>(1)</td>
<td>09/28/2018</td>
<td>M</td>
<td>4,785</td>
<td>(5)</td>
<td>(5)</td>
<td>Common Stock</td>
<td>4,785</td>
<td>$0</td>
<td>31,805(4)</td>
<td>D</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 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 28, 2018.

3. The PSUs are fully vested upon grant and immediately exercisable. The PSUs do not have a set expiration date.

4. The total includes prior grants of PSUs that have different vesting and expiration dates, as previously reported by the reporting person.

5. The PSUs are exercisable at time of vesting and do not have a set expiration date.

**Remarks:**

/s/ Heather Krupa, attorney-in-fact 10/02/2018

**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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