**STATIONET OF CHANGES IN BENEFICIAL OWNERSHIP**

**FILED PURSUANT TO SECTION 16(a) OF THE SECURITIES EXCHANGE ACT OF 1934**

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)**
   - 10/31/2016

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

5. **Relationship of Reporting Person(s) to Issuer**
   - X Director
   - X Officer (give title below)
   - 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

### 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>3A. Deemed Execution Date, if any (Month/Day/Year)</th>
<th>4. Securities Acquired (A) or Disposed Of (D) (Instr. 5 and 6)</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></td>
<td></td>
<td></td>
<td>A</td>
<td>64</td>
<td>(A) or (D)</td>
<td>[ ] Direct [ ] Indirect</td>
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</tbody>
</table>

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

<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>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. 3 and 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>10/31/2016</td>
<td>A</td>
<td>64</td>
<td>(2)</td>
<td>(2)</td>
<td>Common Stock</td>
<td>64</td>
<td>$0.00</td>
<td>22,874</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

11/02/2016

**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.

**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.**