

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

OMB APPROVAL

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☐ Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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*			2. Issuer Name and Ticker or Trading Symbol		5. Relationship of Reporting Person(s) to Issuer (Check all applicable)	
<u>Theil L Rita</u>			<u>Global Water Resources, Inc. [GWRS]</u>		<input checked="" type="checkbox"/> Director 10% Owner	
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year)		Officer (give title below) Other (specify below)	
<u>C/O GLOBAL WATER RESOURCES, INC.</u>			<u>05/03/2016</u>			
<u>21410 N 19TH AVENUE #220</u>			4. If Amendment, Date of Original Filed (Month/Day/Year)		6. Individual or Joint/Group Filing (Check Applicable Line)	
(Street)					<input checked="" type="checkbox"/> Form filed by One Reporting Person	
<u>PHOENIX</u>	<u>AZ</u>	<u>85027</u>			Form filed by More than One Reporting Person	
(City)	(State)	(Zip)				

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

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	05/03/2016		A		2,666	A	(1)	2,666	D	

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction (s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					
Deferred Phantom Unit	(2)	05/03/2016 (2)		A		49,337		(2)	(2)	Common Stock	49,337	\$0.00	49,337	D

Explanation of Responses:

1. On May 3, 2016, Global Water Resources, Inc. (the "Company") completed its merger (the "Merger") with GWR Global Water Resources Corp. ("GWRC") pursuant to which GWRC merged with and into the Company, with the Company surviving as a Delaware corporation. Holders of GWRC's common shares received one share of the Company's common stock for each then outstanding common share of GWRC. As a result, the reporting person received 2,666 shares of the Company's common stock for the 2,666 common shares of GWRC held by the reporting person prior to the consummation of the Merger.

2. The deferred phantom units ("DPUs") were originally granted at monthly and quarterly intervals from 2010 through the date of this report and became fully vested upon grant. The DPUs originally provided the reporting person the right to receive a cash payment, the value of which, on a particular date, was to be the market value of the equivalent number of GWRC common shares at that date. Upon consummation of the Merger, the DPUs were amended such that the value of the DPUs track the performance of the Company's common stock going forward. 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/ Joanne Ellsworth,
attorney-in-fact

05/05/2016

** 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).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

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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