

**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

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).

Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan for the purchase or sale of equity securities of the issuer that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

1. Name and Address of Reporting Person* <u>Capers Dorothy Trefon</u>  (Last) (First) (Middle) C/O XYLEM INC. 301 WATER STREET SE  (Street) WASHINGTON DC 20003  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Xylem Inc. [ XYL ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>SVP &amp; General Counsel</u>
	3. Date of Earliest Transaction (Month/Day/Year) 03/04/2025	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	

**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	03/04/2025		M		7,868	A	\$86.76	15,883	D	
Common Stock	03/04/2025		M		4,158	A	\$101.09	20,041	D	
Common Stock	03/04/2025		S		12,026	D	\$127.2569 <sup>(1)</sup>	8,015	D	
Common Stock	03/05/2025		A		1,398 <sup>(2)</sup>	A	\$129.67	9,413	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						Title
Non-Qualified Stock Option (Right to Buy)	\$101.09	03/04/2025		M		4,158		(3)	03/01/2033	Common Stock	4,158	\$0.00	2,079	D	
Non-Qualified Stock Option (Right to Buy)	\$86.76	03/04/2025		M		7,868		(4)	03/01/2032	Common Stock	7,868	\$0.00	0.00	D	
Non-Qualified Stock Options (Right to buy)	\$129.67	03/05/2025		A		4,905		(5)	03/05/2035	Common Stock	4,905	\$129.67	4,905	D	

**Explanation of Responses:**

- This price represents the weighted average price per share of common stock (each, a "Share") of Xylem Inc. (the "Issuer"). 12,026 Shares were executed at a range of prices from \$125.25 to \$125.35. The Reporting Person undertakes to provide, upon request by the Securities and Exchange Commission staff, the Issuer or a security holder of the Issuer, full information regarding the number of Shares sold at each price.
- Reflects an award of restricted stock units pursuant to the Xylem 2011 Omnibus Incentive Plan (Amended and Restated February 24, 2016) that are scheduled to vest in one third increments on March 5, 2026, March 5, 2027 and March 5, 2028.
- The March 1, 2023 option grant vested 2,079 options on March 1, 2024, 2,079 options on March 1, 2025, and will vest 2,079 options on March 1, 2026.
- The March 1, 2022 option grant vested 2,623 options on March 1, 2023, 2,623 options on March 1, 2024, and 2,622 options on March 1, 2025.
- Reflects an award of non-qualified stock options pursuant to the Xylem 2011 Omnibus Incentive Plan (Amended and Restated February 24, 2016) that are scheduled to vest in one-third increments on March 5, 2026, March 5, 2027 and March 5, 2028.

**Remarks:**

/s/ Mike Nazario, by power of attorney for Dorothy G. Capers 03/06/2025

\*\* Signature of Reporting Person Date

\* 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.

**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.**