

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, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

<b>1. Name and Address of Reporting Person *</b> Napolitano Kenneth  (Last) (First) (Middle) 1133 WESTCHESTER AVENUE, C/O XYLEM INC.  (Street) WHITE PLAINS NY 10604  (City) (State) (Zip)	<b>2. Issuer Name and Ticker or Trading Symbol</b> Xylem Inc. [XYL]	<b>5. Relationship of Reporting Person(s) to Issuer</b> (Check all applicable) Director 10% Owner X Officer (give title below) Other (specify below) Senior Vice President
	<b>3. Date of Earliest Transaction</b> (Month/Day/Year) 11/07/2011	

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	11/07/2011		A		15,549 <sup>(1)</sup>	A	\$ 0	33,428	D	
Common Stock	11/07/2011		A		6,400 <sup>(2)</sup>	A	\$ 0	39,828	D	
Common Stock								1,291 <sup>(3)</sup>	I	By 401(k) plan

**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 Underlying Securities (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 of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Employee Stock Option (Right to Buy)	\$ 24.6	11/07/2011		A		46,140		(4)	11/07/2021	Common Stock	46,140	\$ 0	46,140	D	

**Explanation of Responses:**

1. Reflects an award of restricted stock units ("RSUs"), which are scheduled to vest on November 7, 2014.
2. Reflects the conversion of the unvested portions of cash-settled total shareholder return ("TSR") awards previously granted by ITT Corporation into RSUs of Xylem Inc. in connection with the spin-off of Xylem Inc. from ITT Corporation. 2,240 RSUs were awarded in respect of 2010 TSR awards and will vest on December 31, 2012. 4,160 RSUs were awarded in respect of 2011 TSR awards and will vest on December 31, 2013.
3. As of November 7, 2011.
4. These options vest in three equal annual installments beginning on November 7, 2012.

/s/ Rina E. Teran, Assistant  
Corporate Secretary of  
Xylem Inc., by power of      11/09/2011  
attorney for Kenneth W.  
Napolitano

\*\* Signature of Reporting      Date  
 Person

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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