

OMB APPROVAL	
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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

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* <u>Tarapore Kairus</u>  (Last) (First) (Middle) 1 INTERNATIONAL DRIVE C/O XYLEM INC.  (Street) RYE BROOK NY 10573  (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) <b>SVP &amp; CHRO</b>
	3. Date of Earliest Transaction (Month/Day/Year) 02/26/2021	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line)  <input checked="" type="checkbox"/> 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**

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	02/26/2021		S		2,777 <sup>(1)</sup>	D	\$99.95 <sup>(2)</sup>	13,506	D	
Common Stock	02/27/2021		F		249 <sup>(3)</sup>	D	\$102.23	13,257	D	
Common Stock	03/01/2021		A		1,553 <sup>(4)</sup>	A	\$0.00	14,810	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					
Stock Option (Right to Buy)	\$102.23	03/01/2021		A		6,843		(5)	03/01/2031	Common	6,843		D	

**Explanation of Responses:**

- The sale was made pursuant to a 10b5-1 plan adopted by the reporting person on November 6, 2020.
- This price represents the weighted average price per share of common stock (each, a "Share") of Xylem Inc. (the "Issuer"). 2,777 shares that were executed at price of \$99.95. 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 the withholding of common stock to pay the tax liability incident to the vesting of restricted stock units granted on Feb 27, 2020 under the Xylem 2011 Omnibus Incentive Plan
- Reflects an award of restricted stock units pursuant to the Xylem 2011 Omnibus Incentive Plan, that are scheduled to vest in one third increments on March 1, 2022, March 1, 2023 and March 1, 2024
- Reflects an award of non-qualified stock options pursuant to the Xylem 2011 Omnibus Incentive Plan, that are scheduled to vest in one third increments on March 1, 2022, March 1, 2023 and March 1, 2024.

**Remarks:**

/s/ Kimberly Rehm, by power of attorney for Kairus Tarapore 03/02/2021

\*\* 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.

**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.**