SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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*
 	
 LORANGER STEVEN R
 	
 (Last) (First) (Middle)
 	
 1133 WESTCHESTER AVENUE
 C/O XYLEM INC.
 	
 (Street)
 	
 WHITE PLAINS NY 10604
 	
 (City) (State) (Zip)
	2. Issuer Name **and** Ticker or Trading Symbol
	
	 Xylem Inc. [XYL]
	
	<hr> 3. Date of Earliest Transaction (Month/Day/Year)
	 11/01/2011
	
	<hr> 4. If Amendment, Date of Original Filed (Month/Day/Year)
	 11/03/2011
		5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
		
		 X Director 10% Owner
		   Officer (give title below) Other (specify below)
		
		<hr> 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

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			

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	Amount or Number of Shares				
Phantom Stock	(1)	11/01/2011		A		39(2)		(3)	(3)	Common Stock	39	$0.00	39	D	

Explanation of Responses:

1. Each share of phantom stock represents the right to receive the cash value of one share of Xylem Inc. common stock.

2. The purpose of this amendment is to correct the Number of Derivative Securities Acquired, the Amount of Underlying Securities, and the Number of Derivative Securities Beneficially Owned Following Reported Transaction. Each of these amounts were mistakenly reported as "20" in the original Form 4.

3. Credited shares of phantom stock are payable in cash following the director's termination of service on the board of directors or a date selected by the director.

Remarks:

Securities reported herein as having been acquired were equity awards formerly granted by ITT Corporation converted into equity awards of Xylem Inc. in connection with the spin-off of Xylem Inc. from ITT Corporation.

/s/ Rina E. Teran, Assistant Corporate Secretary of Xylem Inc., by power of attorney for Steven R. Loranger	01/06/2012
** Signature of Reporting Person	Date