## FORM 4

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL									
OMB Number:	3235-0287								
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	Check this box if no longer subject to
$\Box$	Section 16. Form 4 or Form 5
$\cup$	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*  LORANGER STEVEN R						2. Issuer Name <b>and</b> Ticker or Trading Symbol Xylem Inc. [XYL]									eck all appli X Directo	•	Perso	n(s) to Issi 10% Ow Other (s	ner
(Last) (First) (Middle) 1133 WESTCHESTER AVENUE						3. Date of Earliest Transaction (Month/Day/Year) 11/01/2011									below)			below)	
C/O XYLEM INC.												$\perp$							
(Street) WHITE NY 10604 PLAINS					4. If Amendment, Date of Original Filed (Month/Day/Year) 11/03/2011									Line	Individual or Joint/Group Filing (Check Applicable ne)  X Form filed by One Reporting Person Form filed by More than One Reporting Person				
(City)	(SI	tate) (	(Zip)																
	Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned																		
1. Title of Security (Instr. 3)  2. Transac Date (Month/Date)					Execut ay/Year) if any			Deemed ecution Date, ny onth/Day/Year)		Transaction Dispose Code (Instr. 5)		rities Acquired (A) ed Of (D) (Instr. 3, 4			5. Amou Securitie Benefici Owned F Reporte	es     ally Following	Form: Direct (D) or Indirect (I) (Instr. 4)		7. Nature of Indirect Beneficial Ownership (Instr. 4)
									Code	v	Amount	unt (A) or (D)		Price	Transaction(s) (Instr. 3 and 4)				1130.4)
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. Transactio Code (Inst				6. Date Ex Expiration (Month/Da	Date	Amount of			8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction (Instr. 4)	/ OF D O (I)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				c	ode	v	(A)		Date Exercisab		Expiration Date	Title	or Nu of	umber					
Phantom Stock	(1)	11/01/2011			A		<b>39</b> <sup>(2)</sup>		(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.

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

01/06/2012

Steven R. Loranger

\*\* 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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