SEC Form 4

FORM 4

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

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[*]

 Kuchenbrod Michael
 (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]

 3. Date of Earliest Transaction (Month/Day/Year)
 12/31/2012

 4. If Amendment, Date of Original Filed (Month/Day/Year) | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable)

 Director   10% Owner
 X   Officer (give title below)   Other (specify below)

 Senior Vice President

 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			
Common Stock	12/31/2012		M[(1)]		1,687	A	[(2)]	21,040	D	
Common Stock	12/31/2012		D[(1)]		1,687	D	$27.1	19,353	D	
Common Stock								6,084.4244[(3)]	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 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				
Employee Stock Option (Right to Buy)	[(2)]	12/31/2012		M[(1)]			1,687	[(4)]	[(4)]	Common Stock	1,687	$0.00	3,133	D	

Explanation of Responses:

1. Reflects the cash-settlement of restricted stock units granted on November 7, 2011 under the Xylem 2011 Omnibus Incentive Plan. Equity awards previously granted by ITT Corporation were converted into restricted stock units of Xylem Inc. in connection with the spin-off of Xylem Inc. from ITT Corporation on October 31, 2011.

2. Each restricted stock unit ("RSU") represents the right to receive the cash value of one share of Xylem Inc. common stock

3. As of December 31, 2012

4. 1,687 RSUs vested on December 31, 2012 and 3,133 RSUs will vest on December 31, 2013

Remarks:

/s/ Rina E. Teran, Assistant Corporate Secretary of Xylem Inc., by power of attorney for Michael Kuchenbrod   01/03/2013

** 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.