## FORM 4

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL OMB Number: 3235-0287 Estimated average burden hours per response: 0.5

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 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person <sup>*</sup> TAMBAKERAS MARKOS I					er Name <b>and</b> T <u>m Inc.</u> [ X		Tradin	g Symbol		5. Relationship of Reporting Person(s) to Issuer (Check all applicable)					
(Last) (First) (Middle) 1 INTERNATIONAL DRIVE C/O XYLEM INC.					of Earliest Tra 2017	ansactior	n (Mon	th/Day/Year)		Offic	Director Officer (give title below)		10% Owner Other (specify below)		
					nendment, Dat	e of Orig	inal F	iled (Month/D		6. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person					
(Street) RYE BROOK NY 105			0573									n filed by	One Reportin More than Or	-	
(City)	(Sta	ate) (2	Zip)												
		Tabl	e I - Non-Deriv	ative S	ecurities A	cquire	d, Di	sposed o	f, or Be	enefici	ally Own	ed			
1. Title of Security (Instr. 3)			2. Transactio Date (Month/Day/\	/ear) Exe	ar) 2A. Deemed Execution Date, if any (Month/Day/Year)		ction nstr.	4. Securities Acquired (A) Disposed Of (D) (Instr. 3, 4 and 5)			5. Amou Securitie Benefici Owned	ies ially	6. Ownership Form: Direct (D) or Indirect (I)	7. Nature of Indirect Beneficial Ownership	
						Code	v	Amount	(A) or (D)	Price	Followin Reported Transact (Instr. 3	d ion(s)	(Instr. 4)	(Instr. 4)	
Common	Stock		05/10/20	17		A		4,065(1)	Α	\$0.00	44,	582	D		
Common Stock											18,	452	Ι	By Tambakeras Family Trust	
		Та	ble II - Derivat (e.g., p		urities Acc s, warrants						y Owned	I			
1. Title of Derivative Security	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transacti Code (Ins		Expiration Date		Date	7. Title and Amount of Securities		8. Price of Derivative	of derivative		ship of Indirect Beneficial	

Derivative	Conversion	Date	Execution Date,	Transaction of		Expiration Date		Amount of		of	derivative	Ownership	of Indirect		
Security	or Exercise	(Month/Day/Year)	if any	Code (In	str.	Deriv	ative	(Month/Day/	Year)	Securi	ties	Derivative	Securities	Form:	Beneficial
(Instr. 3)	Price of		(Month/Day/Year)	8)	8) Securities		· · · · ·		Underlying		Security	Beneficially	Direct (D)	Ownership	
	Derivative			l .		Acqu	ired			Deriva	tive	(Instr. 5)	Owned	or Indirect	(Instr. 4)
	Security					(A) or				Security (Instr.			Following	(I) (Instr.	l. ,
	-			1		Disposed			3 and 4)		4)		Reported	4)	
						of (D)									
				1		(Instr	. 3, 4				(Instr. 4)				
						and 5	5)						, ,		
											Amount				
											or				
				1							Number				
								Date	Expiration		of				
				Code	v	(A)	(D)	Exercisable		Title	Shares				
	Security	Security or Exercise (Instr. 3) Price of Derivative	(Instr. 3) Price of Derivative	Security or Exercise (Month/Day/Year) if any (Instr. 3) Price of Derivative (Month/Day/Year)	Security or Exercise (Month/Day/Year) if any Code (In (Instr. 3) Price of Derivative Security Code (In (Month/Day/Year) 8)	Security or Exercise (Month/Day/Year) if any Code (Instr. (Instr. 3) Derivative Security Security (Month/Day/Year)	Security or Exercise (Month/Day/Year) if any Code (Instr. Price of Derivative Security Security Code (Instr. 0 Derivative Security Secur	Security or Exercise Price of Derivative Security (Month/Day/Year) if any (Month/Day/Year) if any (Month/Day/Year) 8) Code (Instr. 8) Code (Instr. 8) (A) or Disposed of (D) (Instr. 3, 4 and 5)	Security (Instr. 3) Price of Derivative Security (Month/Day/Year) Security Code (Instr. 3) Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) Date	Security or Exercise of Derivative Security (Month/Day/Year) if any (Month/Day/Year) if any (Month/Day/Year) between the securities acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) and 5)	Security (Instr. 3) or Exercise Price of Derivative Security (Month/Day/Year) if any (Month/Day/Year) Code (Instr. (Month/Day/Year) Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) (Month/Day/Year) Security Under Derivative Securities Acquired (Instr. 3, 4 and 5)	Security (Instr. 3) or Exercise Price of Derivative Security (Month/Day/Year) if any (Month/Day/Year) Code (Instr. 8) Derivative Securities (A) or Disposed of (D) (Instr. 3, 4 and 5) (Month/Day/Year) Securities Underlying Derivative Security (Instr. 3 and 4)   Image: Security Image: Security Image: Security Image: Security Image: Security   Image: Security Image: Security Image: Security Image: Security Image: Security   Image: Security Image: Security Image: Security Image: Security Image: Security   Image: Security Image: Security Image: Security Image: Security Image: Security   Image: Security Image: Security Image: Security Image: Security Image: Security Image: Security   Image: Security Image: Security Image: Security Image: Security Image: Security Image: Security   Image: Security Image: Security Image: Security Image: Security Image: Security Image: Security Image: Security Image: Security Image: Security Image: Security Image: Security Image: Security Image: Security Image: Security Image: Security Image: Security Image: Security	Security (Instr. 3) or Exercise Price of Derivative Security (Month/Day/Year) if any (Month/Day/Year) if any (Month/Day/Year) Code (Instr. Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) Securities Underlying Security (Instr. 5) Derivative Security (Instr. 5)	Security (Instr. 3) Security (Instr. 3) Security (Instr. 4) Security (Instr. 4)	Security (Instr. 3) or Exercise Price of Derivative Security (Month/Day/Year) if any (Month/Day/Year) Code (Instr. 8) Derivative Securities (A our Disposed of (D) (Instr. 3, 4 and 5) Securities Underlying Derivative Security Derivative Security (Instr. 4) Derivative Security (Instr. 4) Securities Derivative Security (Instr. 4) Derivative Security (Instr. 4) Securities Derivative Security (Instr. 4) Derivative Security (Instr. 4) Securities Derivative Security (Instr. 4) Securities Security (Instr. 4) Derivative Security (Instr. 4) Securities Derivative Security (Instr. 4) Securities Derivative Security (Instr. 4) Securities Derivative Security (Instr. 4) Securities Derivative Security (Instr. 4) Securities Derivative Security (Instr. 4) Securities Derivative Security (Instr. 4) Security (Instr. 4)

Explanation of Responses:

1. Reflects the award of restricted stock units, which are scheduled to vest on the business day prior to the Xylem Inc. 2018 annual shareholders' meeting. Remarks:

/s/: Juliene Patton, by power of attorney for Markos I. **Tambakeras** 

05/11/2017

\*\* Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

 $^{\ast}$  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.