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* **RAJKOWSKI E MARK**	2. Issuer Name **and** Ticker or Trading Symbol Xylem Inc. [XYL]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
(Last) (First) (Middle) 1 INTERNATIONAL DRIVE C/O XYLEM INC.	3. Date of Earliest Transaction (Month/Day/Year) 02/24/2019	Director 10% Owner X Officer (give title below) Other (specify below) SVP, CFO
(Street) RYE BROOK NY 10573 (City) (State) (Zip)	4. If Amendment, Date of Original Filed (Month/Day/Year)	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	02/24/2019		F		1,505[1]	D	$75.26	21,907	D	
Common Stock	02/24/2019		A		15,803[2]	A	$75.26	37,710	D	
Common Stock	02/24/2019		F		6,380[3]	D	$75.26	31,330	D	
Common Stock	02/24/2019		A		15,803[4]	A	$75.26	47,133	D	
Common Stock	02/24/2019		F		7,739[3]	D	$75.26	39,394	D	
Common Stock								497.23	I	by 401(k)[5]

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				

Explanation of Responses:

1. Reflects the withholding of shares of common stock to pay the tax liability incident to the vesting of restricted stock units granted on May 5, 2016 under the Xylem 2011 Omnibus Incentive Plan.

2. Reflects acquisition of 15,803 shares of common stock upon vesting of performance based restricted stock units granted on February 24, 2016 upon achievement of performance criteria related to ROIC

3. Reflects the withholding of shares of common stock to pay the tax liability incident to the vesting of performance stock units granted on May 5, 2016 under the Xylem 2011 Omnibus Incentive Plan

4. Reflects acquisition of 15,803 shares of common stock upon vesting of performance based restricted stock units granted on February 24, 2016 upon achievement of performance criteria related to Total Shareowner Return

5. As of February 20, 2019

Remarks:

/s/ Kimberly Rehm, by power of attorney for E. Mark Rajkowski   02/26/2019

** 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.