FORM 4

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Washington, D.C. 20049

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STATEMENT	OF	CHANGES	IIN	BENEFICIAL	OWNERSHIP

OMB APPROVAL

OMB Number: 3235-0287

Estimated average burden hours per response: 0.5

	Check this box if no longer subject to
٦	Section 16. Form 4 or Form 5
)	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*				2. Issuer Name <b>and</b> Ticker or Trading Symbol										5. Relationship of Reporting Person(s) to Issuer							
Decker Patrick				Xy.	Xylem Inc. [ XYL ]								(0	(Check all applicable)							
<u>Becker Futries</u>														X	Direc			% Owne			
(Last) (First) (Middle)				3 D	Date of Earliest Transaction (Month/Day/Year)									X	Office belov	er (give title v)		ner (spec low)	cify		
1 INTERNATIONAL DRIVE					03/17/2016									President & CEO							
	EM INC.	LDIGVL																			
C/O XII	LEWI IIVC.				4. If Amendment, Date of Original Filed (Month/Day/Year)									+	6. Individual or Joint/Group Filing (Check Applicable						
(Street)					4. 11	Amer	iament,	Date of	r Origina	ıı Filec	ı (Month/Da	ау/ үе	ear)		. inaiv ine)	iduai o	r Joint/Group	Filing (Che	к Аррііс	cable	
RYE BR	OOK N	<b>Y</b> 1	.0573												X	Form	n filed by One	e Reporting I	Person		
																	n filed by Mor	e than One	Reporting	ng	
(City)	(S	tate) (	Zip)													Pers	on				
		Tabl	e I - Non-	Deriva	ative	Sec	uritie	s Acq	uired,	, Dis	posed o	f, o	r Ben	eficia	ally (	Owne	ed				
1. Title of S	Security (Ins	r. 3)		. Transac	tion 2A. Deemed Execution Date,			3. Transa	3. 4. Securities Acquired (A) of Disposed Of (D) (Instr. 3, 4								6. Ownersh Form: Direc		7. Nature of Indirect		
(Month/Da				ay/Year)   if a		any Month/Day/Year)		Code (Instr. 8)		Бюросоц	715p05ca 01 (b) (1115ti. 0, 4		<b>0</b> ,	´ Bene		cially d Following	(D) or Indirect (I) (Instr. 4)	ct Ben	Beneficial Ownership		
					(				9,			(A) or Drie			Repor		ted	(1) (1113411 4)		(Instr. 4)	
								Code	V	Amount		(A) 01 (D)	Price		Transaction(s) (Instr. 3 and 4)						
Common Stock 03/17/2					/2016				F		11,604	(1)	D	\$39.01		152,982		D			
	Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned																				
			(e.	.g., pu	ts, c	alls,	warra	ants,	option	ıs, c	onvertib	le s	securi	ties)							
1. Title of Derivative Security	2. Conversion or Exercise	3. Transaction Date	3A. Deemed Execution De	Date, Trar	Transa		of		6. Date Exercisal Expiration Date		te	7. Title and Amount of Securities			8. Price o Derivative Security		9. Number o	10. Ownership Form:	nip of II	11. Nature of Indirect	
(Instr. 3)	Price of	(Month/Day/Year)	if any (Month/Day/		r) Code (In:		Securities		(Month/Day/Year)				derlying		(Instr. 5)		Securities Beneficially	Direct (I	) Ow	Beneficial Ownership (Instr. 4)	
Derivative Security							Acquired (A) or Disposed of (D)		Derivative Security (Ins				str. 3			Owned Following	or Indire (I) (Instr		Str. 4)		
									and 4			ana 4)				Reported Transaction	(s)				
							(Instr. 3, 4 and 5)										(Instr. 4)				
											Amount		ount	1							
									or Number												
				,	Code	v	(A)		Date Exercisa	able	Expiration Date	Title	of e Sha	ares							

## **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 March 17, 2014 under the Xylem 2011 Omnibus Incentive Plan.

## Remarks:

<u>/s/ Juliene Patton, by power of attorney for Patrick K. Decker</u>

03/21/2016

\*\* Signature of Reporting Person

Date

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

- $^{\star}$  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.