

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Check this box if no longer subject to 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

OMB APPROVAL

OMB Number: 3235-0287

Estimated average burden hours per response: 0.5

1. Name and Address of Reporting Person *	2. Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
<div>Napolitano Kenneth</div> <div>(Last)(First)(Middle)</div> <div>1133 WESTCHESTER AVENUE</div> <div>C/O XYLEM INC.</div> <div>(Street)</div> <div>WHITE PLAINS NY10604</div> <div>(City)(State)(Zip)</div>	<div>Xylem Inc. [ XYL ]</div> <div>3. Date of Earliest Transaction (Month/Day/Year)</div> <div>11/07/2011</div> <div>4. If Amendment, Date of Original Filed (Month/Day/Year)</div>	<div>Director10% Owner</div> <div>XOfficer (give title below)Other (specify below)</div> <div>Senior Vice President</div>
		6. Individual or Joint/Group Filing (Check Applicable Line)
		<div>XForm filed by One Reporting Person</div> <div>Form filed by More than One Reporting Person</div>

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	11/07/2011		A		15,549 <sup>(1)</sup>	A	\$0.00	33,428	D	
Common Stock	11/07/2011		A		6,400 <sup>(2)</sup>	A	\$0.00	39,828	D	
Common Stock								1,291 <sup>(3)</sup>	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			Title	Amount or Number of Shares				
Employee Stock Option (Right to Buy)	\$24.6	11/07/2011		A		46,140	(4)11/07/2021	Common Stock	46,140	\$0.00	46,140	D	

Explanation of Responses:

1. Reflects an award of restricted stock units ("RSUs"), which are scheduled to vest on November 7, 2014.
2. Reflects the conversion of the unvested portions of cash-settled total shareholder return ("TSR") awards previously granted by ITT Corporation into RSUs of Xylem Inc. in connection with the spin-off of Xylem Inc. from ITT Corporation. 2,240 RSUs were awarded in respect of 2010 TSR awards and will vest on December 31, 2012. 4,160 RSUs were awarded in respect of 2011 TSR awards and will vest on December 31, 2013.
3. As of November 7, 2011.
4. These options vest in three equal annual installments beginning on November 7, 2012.

Remarks:

/s/ Rina E. Teran, Assistant  
Corporate Secretary of Xylem  
Inc., by power of attorney for  
Kenneth W. Napolitano

11/09/2011

\*\* 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.