

OMB APPROVAL	
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**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

1. Name and Address of Reporting Person* <b>LORANGER STEVEN R</b>  (Last) (First) (Middle) <b>1133 WESTCHESTER AVENUE</b> <b>C/O XYLEM INC.</b>  (Street) <b>WHITE PLAINS NY 10604</b>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <b>Xylem Inc. [ XYL ]</b>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <b>05/01/2012</b>	

**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	05/01/2012		F <sup>(1)</sup>		72,246	D	\$27.95 <sup>(2)</sup>	147,701 <sup>(3)</sup>	D	
Common Stock	05/01/2012		X <sup>(4)</sup>		7.86	A	\$27.66 <sup>(5)</sup>	147,708.86	D	
Common Stock	05/01/2012		J <sup>(4)</sup>		7.86	D	\$27.66 <sup>(5)</sup>	147,701	D	
Common Stock								14,973 <sup>(6)</sup>	I	By Steven R. Loranger Revocable Trust
Common Stock								50,551	I	By Betsy Palmer Loranger Revocable Trust
Common Stock								304.65 <sup>(7)</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	(A)	(D)	Date Exercisable	Expiration Date						Amount or Number of Shares
Phantom Stock	(8)	05/01/2012		X <sup>(4)</sup>		7.86		(9)	(9)	Common Stock	7.86	\$27.66 <sup>(5)</sup>	31.442 <sup>(3)</sup>	D	

**Explanation of Responses:**

- Reflects the withholding of shares of common stock to pay the tax liability incident to the vesting of stock-settled restricted stock units.
- Reflects the average of the high and low trading prices on the date of settlement.
- The total amount of securities beneficially owned following the reported transactions includes dividend equivalent rights accrued in transactions that were exempt from reporting under the Securities Exchange Act of 1934.
- Reflects the cash settlement of phantom stock.
- Reflects the closing price on the date of settlement.
- These shares, which were previously reported as directly held, were transferred to the Steven R. Loranger Revocable Trust in a transaction exempt from reporting under Rule 16a-13.
- As of April 30, 2012.
- Each share of phantom stock represents the right to receive the cash value of one share of Xylem Inc. common stock.
- Credited shares of phantom stock are payable in cash pursuant to the Resignation Agreement, dated as of October 14, 2011, by and between Mr. Loranger and ITT Corporation.

**Remarks:**

[Corporate Secretary of Xylem Inc., by power of attorney for Steven R. Loranger](#)

\*\* 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.**