

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* <u>Toussaint Claudia S</u>			2. Issuer Name and Ticker or Trading Symbol <u>Xylem Inc. [ XYL ]</u>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director _____ 10% Owner _____ Officer (give title below) _____ Other (specify below) _____ <b>SVP, CPSO</b>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>03/01/2024</u>			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person		
C/O XYLEM INC. 301 WATER STREET SE			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street)	WASHINGTON DC		20003		Rule 10b5-1(c) Transaction Indication <input type="checkbox"/> Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.			
(City)	(State)	(Zip)						

**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	03/01/2024		A		2,934 <sup>(1)</sup>	A	\$127.94	7,815	D	
Common Stock	03/01/2024		A		1,805 <sup>(2)</sup>	A	\$127.94	9,620	D	
Common Stock	03/01/2024		F		2,077 <sup>(3)</sup>	D	\$127.94	7,543	D	
Common Stock	03/01/2024		F		1,055 <sup>(4)</sup>	D	\$127.94	6,488	D	
Common Stock	03/01/2024		A		1,759 <sup>(5)</sup>	A	\$127.94	8,247	D	
Common Stock								31,431	I	by Claudia S. Toussaint Revocable Trust

**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
Stock Options (Right to buy)	\$127.94	03/01/2024		A		5,949		(6)	03/01/2034	Common Stock	5,949	\$127.94	5,949	D	

**Explanation of Responses:**

- Reflects the acquisition of 2,934 shares of common stock upon vesting of performance-based stock units granted on March 1, 2021 under the Xylem Omnibus Incentive Plan (Amended and Restated February 24, 2016), upon achievement of performance criteria related to ROIC.
- Reflects the acquisition of 1,805 shares of common stock upon vesting of performance-based stock units granted on March 1, 2021 under the Xylem Omnibus Incentive Plan (Amended and Restated February 24, 2016), upon achievement of performance criteria related to Total Shareholder Return.
- Reflects the withholding of shares of common stock to pay the tax liability incident to the vesting of performance-based stock units granted on March 1, 2021 under the Xylem 2011 Omnibus Incentive Plan (Amended and Restated February, 24, 2016).
- Reflects the withholding of shares of common stock to pay the tax liability incident to the vesting of restricted stock units granted on March 1, 2021 (318), March 1, 2022 (416), and March 1, 2023 (321) under the Xylem 2011 Omnibus Incentive Plan (Amended and Restated February 24, 2016).
- Reflects an award of restricted stock units pursuant to the Xylem 2011 Omnibus Incentive Plan (Amended and Restated February 24, 2016) that are scheduled to vest in one third increments on March 1, 2025, March 1, 2026 and March 1, 2027.
- Reflects an award of non-qualified stock options pursuant to the Xylem 2011 Omnibus Incentive Plan (Amended and Restated February 24, 2016) that are scheduled to vest in one-third increments on March 1, 2025, March 1, 2026 and March 1, 2027.

**Remarks:**

/s/ Seaneen Cline, by power of attorney for Claudia S. Toussaint 03/05/2024

\*\* 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.**

POWER OF ATTORNEY

The undersigned, Claudia S. Toussaint, does hereby nominate constitute and appoint each of Kelly O'Shea, Juliene Patton, Callie Plant, Seaneen Cline and Dorothy Capers as his/her/their true and lawful attorneys and agents to do any and all acts and things and execute and file any and all instruments which said attorneys and agents may deem necessary or advisable to enable the undersigned (in his/her/their individual capacity or in any other capacity) to comply with the Securities Exchange Act of 1934 (the "34 Act") and the Securities Act of 1933 (the "33 Act") and any requirements of the Securities and Exchange Commission (the "SEC") in respect thereof, in connection with the preparation, execution and/or filing of (i) any report or statement of beneficial ownership or changes in beneficial ownership of securities of Xylem Inc., an Indiana corporation (the "Company"), that the undersigned (in his/her/their individual capacity or in any other capacity) may be required to file pursuant to Section 16(a) of the 34 Act, including any report or statement on Form 3, Form 4 or Form 5, or to any amendment thereto, (ii) any report or notice required under Rule 144 of the 33 Act, including Form 144, or any amendment thereto relating to the undersigned's role with, or beneficial ownership of, the Company's securities, and (iii) any and all other documents or instruments that may be necessary or desirable in connection with or in furtherance of any of the foregoing, including Form ID, or any amendments thereto, and any other documents necessary or appropriate to obtain codes and passwords enabling the undersigned to make electronic filings with the SEC of reports required pursuant to Section 16(a) of the 34 Act or any rule or regulation of the SEC, such power and authority to extend to any form or forms adopted by the SEC in lieu of or in addition to any of the foregoing and to include full power and authority to sign the undersigned's name in his/her/their individual capacity or otherwise, hereby ratifying and confirming all that said attorneys and agents or any of them, shall do or cause to be done by virtue thereof.

This authorization shall supersede all prior authorizations to act for the undersigned with respect to securities of the Company in such matters, which prior authorizations are hereby revoked, and shall remain in effect until the undersigned is no longer required to file Form 3, 4 or 5 with respect to the undersigned's holdings of and transactions in securities issued by the Company unless earlier revoked, by the undersigned in a signed writing delivered to the foregoing attorneys in fact.

IN WITNESS WHEREOF, I have hereunto set my hand this 7th day of November 2023.

\_\_\_\_\_  
/s/ Claudia S. Toussaint