

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

| OMB APPROVAL                                 |           |
|--|-----------|
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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*<br><u>Flinton David</u><br><br>(Last) (First) (Middle)<br><u>C/O XYLEM INC.</u><br><u>1 INTERNATIONAL DRIVE</u><br><br>(Street)<br><u>RYE BROOK NY</u> <u>10573</u><br><br>(City) (State) (Zip) | 2. Date of Event Requiring Statement (Month/Day/Year)<br><u>10/17/2019</u> | 3. Issuer Name and Ticker or Trading Symbol<br><u>Xylem Inc. [ XYL ]</u>  |   |
|  |  | 4. Relationship of Reporting Person(s) to Issuer (Check all applicable)<br>Director 10% Owner<br><input checked="" type="checkbox"/> Officer (give title below) Other (specify below)<br><u>Senior Vice President</u> | 5. If Amendment, Date of Original Filed (Month/Day/Year)<br><br>6. Individual or Joint/Group Filing (Check Applicable Line)<br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br>Form filed by More than One Reporting Person |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|---|
| Common Stock                    | 2,586 <sup>(1)</sup>                                  | D  |   |
| Common Stock                    | 1,829 <sup>(2)</sup>                                  | D  |   |
| Common Stock                    | 2,025 <sup>(3)</sup>                                  | D  |   |
| Common Stock                    | 17,270  | D  |   |
| Common Stock                    | 997   | I  | By 401(k) Plan  |

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) |                 | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|-----------------|---|--|--|---|
|  | Date Exercisable   | Expiration Date |   |  |  |   |
| Employee Stock Option (Right to Buy)       | (4)  | 11/07/2021      | Common Stock 3,325  | 24.6   | D  |   |
| Employee Stock Option (Right to Buy)       | (4)  | 03/01/2023      | Common Stock 6,525  | 27.49  | D  |   |
| Employee Stock Option (Right to Buy)       | (4)  | 02/25/2024      | Common Stock 5,255  | 38.76  | D  |   |
| Employee Stock Option (Right to Buy)       | (4)  | 02/24/2025      | Common Stock 6,448  | 35.96  | D  |   |
| Employee Stock Option (Right to Buy)       | (4)  | 02/24/2026      | Common Stock 12,472   | 37.47  | D  |   |
| Employee Stock Option (Right to Buy)       | (5)  | 02/21/2027      | Common Stock 11,737   | 48.33  | D  |   |
| Employee Stock Option (Right to Buy)       | (6)  | 02/21/2028      | Common Stock 8,003  | 75.18  | D  |   |
| Employee Stock Option (Right to Buy)       | (7)  | 02/20/2019      | Common Stock 8,792  | 74.07  | D  |   |

Explanation of Responses:

- Reflects an RSU award which vested as follows: 862 units vested on Feb 21, 2018, 86s units vested on Feb 21, 2019. 862 units are scheduled to vest on Feb 21, 2020. Each restricted stock unit represents the right to receive one share of common stock upon vesting.
- Reflects an RSU award which vests as follows: 610 units vested on Feb 21, 2019. 610 units are scheduled to vest on Feb 21, 2020 and 609 units will vest on Feb 21, 2021. Each restricted stock unit represents the right to receive one share of common stock upon vesting
- Reflects an RSU award which vests as follows: 669 units will vest on Feb 20, 2020, 668 units will vest on Feb 20, 2021 and 668 units will vest on Feb 20, 2022. Each restricted stock unit represents the right to receive one share of common stock upon vesting
- These options are fully vested and exercisable
- 7,825 options are vested. 3,912 options are scheduled to vest on Feb 21, 2020.
- 2,668 options vested on Feb 21, 2019. 2,668 options are scheduled to vest on Feb 21, 2020 and 2,667 options are scheduled to vest on Feb 21, 2021.
- 2,902 options are scheduled to vest on Feb 20, 2020. 2,901 options are scheduled to vest on Feb 20, 2021. 2,989 options are scheduled to vest on Feb 20, 2022

Remarks:

/s/ Kimberly Rehm, by power of attorney for David Flinton 10/25/2019

\*\* 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 5 (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.

The undersigned, David Flinton, does hereby nominate, constitute and appoint each of Kelly O'Shea, Juliene Patton, Kimberly Rehm and Claudia Toussaint as his true and lawful attorney and agent 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 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 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, 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 her 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 30th day of January 2019.

/s/: David Flinton