

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) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>SVP, GC & Corporate Secretary</u>
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>02/24/2019</u>		
C/O XYLEM INC. 1 INTERNATIONAL DRIVE			4. If Amendment, Date of Original Filed (Month/Day/Year)		
(Street) <u>RYE BROOK NY 10573</u>					6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
(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	02/24/2019		F		708 ⁽¹⁾	D	\$75.26	44,848	D	
Common Stock	02/24/2019		A		7,590 ⁽²⁾	D	\$75.26	52,438	D	
Common Stock	02/24/2019		F		3,172 ⁽³⁾	A	\$75.26	49,266	D	
Common Stock	02/24/2019		A		7,590 ⁽⁴⁾	A	\$75.26	56,856	D	
Common Stock	02/24/2019		F		3,717 ⁽³⁾	D	\$75.26	53,139	D	

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)		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)					

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 February 24, 2016 under the Xylem 2011 Omnibus Incentive Plan.
2. Reflects acquisition of 7,590 shares of common stock upon vesting of performance based restricted stock units granted on February 24, 2016 upon achievement of performance criteria related to ROIC.
3. Reflects the withholding of shares of common stock to pay the tax liability incident to the vesting of performance stock units granted on February 24, 2016 under the Xylem 2011 Omnibus Incentive Plan
4. Reflects acquisition of 7,590 shares of common stock upon vesting of performance based restricted stock units granted on February 24, 2016 upon achievement of performance criteria related to Total Shareowner Return.

Remarks:

/s/ Kimberly Rehm, by power of attorney for Claudia S. Toussaint 02/26/2019

** 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 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.