

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
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1. Name and Address of Reporting Person * <u>McClain Gretchen W</u> (Last) (First) (Middle) C/O XYLEM INC. 1133 WESTCHESTER AVENUE (Street) WHITE PLAINS NY 10604 (City) (State) (Zip)	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) President & CEO
	3. Date of Earliest Transaction (Month/Day/Year) 11/01/2011	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	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

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	11/01/2011		A		70,736	A	\$0.00	155,292 ⁽¹⁾	D	
Common Stock								123 ⁽²⁾	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						Title
Employee Stock Option (Right to Buy)	\$31.21	11/01/2011		A		59,374		(3)	09/19/2012	Common Stock	59,374	\$0.00	59,374	D	
Employee Stock Option (Right to Buy)	\$29.57	11/01/2011		A		15,541		(3)	03/06/2013	Common Stock	15,541	\$0.00	15,541	D	
Employee Stock Option (Right to Buy)	\$32.56	11/01/2011		A		26,994		(3)	03/07/2014	Common Stock	26,994	\$0.00	26,994	D	
Employee Stock Option (Right to Buy)	\$29.81	11/01/2011		A		29,693		(3)	03/10/2015	Common Stock	29,693	\$0.00	29,693	D	
Employee Stock Option (Right to Buy)	\$18.63	11/01/2011		A		53,669		(3)	03/05/2012 03/05/2016	Common Stock	53,669	\$0.00	53,669	D	
Employee Stock Option (Right to Buy)	\$30.03	11/01/2011		A		42,837		(3)	03/05/2013 03/05/2020	Common Stock	42,837	\$0.00	42,837	D	
Employee Stock Option (Right to Buy)	\$32.38	11/01/2011		A		59,598		(3)	03/03/2014 03/03/2021	Common Stock	59,598	\$0.00	59,598	D	

Explanation of Responses:

1. The total amount of securities beneficially owned following the reported transactions includes securities that were received in connection with the spin-off of Xylem Inc. from ITT Corporation in a transaction

that was exempt from reporting under Rule 16a-9 under the Securities Exchange Act of 1934.

2. As of November 1, 2011.

3. These options are fully vested and exercisable.

Remarks:

Securities reported herein as having been acquired were equity awards formerly granted by ITT Corporation converted into equity awards of Xylem Inc. in connection with the spin-off of Xylem Inc. from ITT Corporation.

/s/ Rina E. Teran, Assistant
Corporate Secretary of Xylem
Inc., by power of attorney for
Gretchen W. McClain 11/03/2011

** 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.

POWER OF ATTORNEY

The undersigned, Gretchen W. McClain, does hereby nominate, constitute and appoint Frank R. Jimenez and Rina E. Teran in their 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 her 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 her 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, 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 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 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 27th day of September, 2011.

/s/ Gretchen W. McClain