SEC Form 4

FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

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UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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[*] Pine Matthew Francis	2. Issuer Name **and** Ticker or Trading Symbol Xylem Inc. [XYL]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)

(Last)	(First)	(Middle)
1 INTERNATIONAL DRIVE		
C/O XYLEM INC.		

3. Date of Earliest Transaction (Month/Day/Year)   05/07/2020

	Director	10% Owner
X	Officer (give title below)	Other (specify below)

Senior Vice President

(Street)		
RYE BROOK	NY	10573

(City)	(State)	(Zip)

4. If Amendment, Date of Original Filed (Month/Day/Year)

6. Individual or Joint/Group Filing (Check Applicable Line)
X Form filed by One Reporting Person
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	05/07/2020		A		4,327[1]	A	$0.00	4,327	D	
Common Stock	05/07/2020		A		47,207[2]	A	$0.00	51,534	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)		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	Amount or Number of Shares				
Employee Stock Options (Right to Buy)	$63.55	05/07/2020		A		21,843		[3]	02/27/2030	Common	21,843	$0.00	21,843	D	
Employee Stock Options (Right to Buy)	$63.55	05/07/2020		A		158,856		[4]	05/07/2030	Common	158,856	$0.00	158,856	D	

Explanation of Responses:

1. Reflects an award of Restricted Stock Units which are scheduled to vest in three equal annual installments beginning on Feb 27, 2021, Feb 27, 2022 and Feb 27, 2023.
2. Reflects an award of Restricted Stock Units which are scheduled to vest in three equal annual installments beginning on May 7, 2021, May 7, 2022 and May 7, 2023.
3. Reflects an award of Stock Options which are scheduled to vest in three equal annual installments beginning on February 27, 2021, February 27, 2022 and Feb 27, 2023
4. Reflects an award of Stock Options which are scheduled to vest in three equal annual installments beginning on May 7, 2021, May 7, 2022 and May 7, 2023

Remarks:

/s/ Kimberly Rehm by power of attorney for Matthew Pine	05/11/2020
** 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.