

**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	
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1. Name and Address of Reporting Person * <u>Kuchenbrod Michael</u>  (Last) (First) (Middle) 1133 WESTCHESTER AVENUE C/O XYLEM INC.  (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) Director 10% Owner X Officer (give title below) Other (specify below) Senior Vice President
	3. Date of Earliest Transaction (Month/Day/Year) 11/01/2011	
	4. If Amendment, Date of Original Filed (Month/Day/Year) 11/03/2011	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	11/01/2011		A		7,308 <sup>(1)</sup>	A	\$0.00	9,015 <sup>(1)</sup>	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
Restricted Stock Unit	(2)	11/01/2011		A		8,189 <sup>(1)</sup>		(3)	(3)	Common Stock	8,189	\$0.00	8,189	D	

**Explanation of Responses:**

- The purpose of this amendment is to correct the number of "Securities Acquired" and the total "Amount of Securities Beneficially Owned Following Reported Transaction" in Table I, and to add a corresponding transaction to Table II. The acquisition of 15,497 shares reported in Table I on the original Form 4 included 8,189 cash-settled restricted stock units ("RSUs") and 7,308 stock-settled restricted RSUs. The cash-settled RSUs were incorrectly reported as non-derivative securities in Table I. This amended Form 4 correctly reports the 8,189 cash-settled RSUs in Table II.
- Each of these RSUs represents the right to receive the cash value of one share of Xylem Inc. common stock.
- Of these RSUs, 4,230 will vest on March 5, 2012 and 3,959 will vest on March 5, 2013, in each case, subject to early vesting in certain circumstances in connection with a separation of service or acceleration event.

**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  
Michael Kuchenbrod 02/13/2012

\*\* 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.