

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>Flinton David</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) Director _____ 10% Owner _____ Officer (give title below) _____ Other (specify below) _____ Senior Vice President	
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>10/05/2020</u>			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person
C/O XYLEM INC. 1 INTERNATIONAL DRIVE			4. If Amendment, Date of Original Filed (Month/Day/Year)			
(Street) <u>RYE BROOK NY 10573</u>						
(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	10/05/2020		M		6,448 ⁽¹⁾	A	\$35.96	32,205	D	
Common Stock	10/05/2020		S		6,448 ⁽¹⁾	D	\$86.0499 ⁽²⁾	25,757	D	
Common Stock	10/05/2020		M		12,472 ⁽¹⁾	A	\$37.47	38,229	D	
Common Stock	10/05/2020		S		12,472 ⁽¹⁾	D	\$86.0465 ⁽³⁾	25,757	D	
Common Stock	10/05/2020		M		11,737 ⁽¹⁾	A	\$48.33	37,494	D	
Common Stock	10/05/2020		S		11,737 ⁽¹⁾	D	\$86.0524 ⁽⁴⁾	25,757	D	
Common Stock	10/05/2020		S		2,729 ⁽⁵⁾	D	\$86.0489 ⁽⁶⁾	23,028	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		Date Exercisable	Expiration Date						Title
Employee Stock Option (Right to Buy)	\$35.96	10/05/2020		M		6,448	(7)	02/24/2025	Common	6,448	\$0.00	0	D	
Employee Stock Option (Right to Buy)	\$37.47	10/05/2020		M		12,472	(8)	02/24/2026	Common	12,472	\$0.00	0	D	
Employee Stock Option (Right to Buy)	\$48.33	10/05/2020		M		11,737	(9)	02/21/2027	Common	11,737	\$0.00	0	D	

Explanation of Responses:

- These options were exercised and sold pursuant to the Reporting Person's 10b5-1 Plan which was adopted on September 4, 2020
- This price represents the approximate weighted average price per share of common stock (each, a "Share") of Xylem Inc. (the "Issuer"). 2,200 shares were executed at prices ranging from \$85.04 to \$86.03 per Share. 4,248 shares were executed at prices ranging from \$86.05 to \$86.52. The Reporting Person undertakes to provide, upon request by the Securities and Exchange Commission staff, the Issuer or a security holder of the Issuer, full information regarding the number of Shares sold at each price
- This price represents the approximate weighted average price per share of common stock (each, a "Share") of Xylem Inc. (the "Issuer"). 2,720 shares were executed at prices ranging from \$84.92 to \$85.88 per Share. 9,752 shares were executed at prices ranging from \$85.925 to \$86.45. The Reporting Person undertakes to provide, upon request by the Securities and Exchange Commission staff, the Issuer or a security holder of the Issuer, full information regarding the number of Shares sold at each price
- This price represents the approximate weighted average price per share of common stock (each, a "Share") of Xylem Inc. (the "Issuer"). 4,037 shares were executed at prices ranging from \$85.05 to \$86.04 per Share. 7,700 shares were executed at prices ranging from \$86.05 to \$86.52. The Reporting Person undertakes to provide, upon request by the Securities and Exchange Commission staff, the Issuer or a security holder of the Issuer, full information regarding the number of Shares sold at each price
- These shares are sold pursuant to a 10b5-1 plan adopted by the reporting person on September 4, 2020
- This price represents the approximate weighted average price per share of common stock (each, a "Share") of Xylem Inc. (the "Issuer"). 2,372 shares were executed at prices ranging from \$85.39 to \$86.36 per Share. 357 shares were executed at prices ranging from \$86.39 to \$86.46. The Reporting Person undertakes to provide, upon request by the Securities and Exchange Commission staff, the Issuer or a security holder of the Issuer, full information regarding the number of Shares sold at each price
- These options are fully vested and exercisable as of February 24,2018.
- These options are fully vested and exercisable as of February 24,2019.
- These options are fully vested and exercisable as of February 21,2020.

Remarks:

/s/ Kimberly Rehm, by power
of attorney for David R. Flinton

10/06/2020

** 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.

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