FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

49	OMB APPROVAL

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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

(Last) (First) (Middle) 1 INTERNATIONAL DRIVE C/O XYLEM INC. (Street) RYE BROOK NY 10573 3. Date of Earliest Transaction (Month/Day/Year) 03/02/2015 3. Date of Earliest Transaction (Month/Day/Year) Senior Vice President A below) below) Senior Vice President A below) Senior Vice President A below) Senior Vice President A below) Senior Vice President A below) Senior Vice President A below) Senior Vice President A below) Senior Vice President A below) Senior Vice President A below) Senior Vice President A below) Senior Vice President A below) Senior Vice President	1 INTER	Name and Address of Reporting Person* Sabol Colin R					2. Issuer Name and Ticker or Trading Symbol Xylem Inc. [XYL]									Check	all app	olicable) ctor		Ssuer Owner (specify
(Street) RYE BROOK NY 10573 Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1. Title of Security (Instr. 3) 2. Transaction Date (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Tode (Instr. 3)) Common Stock 1. Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned Following Reported Transaction(S) (Instr. 3 and 4) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned Following Reported Transaction(S) (Instr. 3 and 4) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned	(Ctro ot)	1 INTERNATIONAL DRIVE														below) below)				
1. Title of Security (Instr. 3) 2. Transaction Date (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) 2. Transaction Date (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) 2. Transaction Date (Month/Day/Year) (Month/Day/Ye	(Street) RYE BROOK NY 10573				4. If	4. If Amendment, Date of Original Filed (Month/Day/Year)									X Form filed by One Reporting Person Form filed by More than One Reporting					
Date (Month/Day/Year) Execution Date, if any (Month/Day/Year) Fransaction Code (Instr. 8) Disposed Of (D) (Instr. 3, 4 and 5) Disposed Of (D) (Instr. 3, 4 and 5) Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) Fransaction (D) or Indirect (Tab	le I - Nor	n-Deriv	ative	Sec	curitie	s Acq	uired,	Dis	posed o	f, o	r Ben	eficia	ally (Owne	ed		
Common Stock 03/02/2015 F 3,128(1) D \$36.17 39,815 D Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned	Date				Day/Year) if a		Execution Date, if any		Transaction Dispose Code (Instr. 5)		Disposed				4 and Se Be Ov		ties cially d Following	Form: Direct (D) or Indirect	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned					Code	v			Amount		(A) or (D)	Price		Transaction(s)			(111341.4)			
	Common Stock 0					03/02/2015						3,128(1)		D	\$36.17		39,815		D	
(c.g., pais, vaiis, waitaitis, options, convertible securities)			Ta													y Ov	vned			
1. Title of Derivative Security (Instr. 3) 2. Conversion of Exercise Price of Derivative Security (Instr. 3) 3. Transaction Date (Month/Day/Year) 3. Transaction Date (Month/Day/Year) 4. Transaction Code (Instr. 8) 4. Transaction of Derivative Securities (Month/Day/Year) 5. Number of Derivative Securities (Month/Day/Year) 4. Transaction Date (Month/Day/Year) 5. Number of Amount of Securities Underlying Derivative Security (Instr. 3 and 4) 7. Title and Amount of Securities Underlying Derivative Security (Instr. 5) 9. Number of derivative Security (Instr. 5) Ownership Form: Direct (D) Owned Following Reported Following Reported Of (D) (Instr. 4) Amount or Number	Derivative Security	re Conversion or Exercise (Month/Day/Year) Execution Date, or Exercise Price of Derivative Month/Day/Year) 8		Transa Code (Transaction of Code (Instr. B) S A (#		of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4		Expiration Date				ount	Deriv Secu	rivative curity	derivative Securities Beneficially Owned Following Reported Transaction(Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)		

Explanation of Responses:

1. Reflects the withholding of shares of Common Stock to pay the tax liability incident to the vesting of shares of restricted stock granted on March 2, 2012 under the Xylem 2011 Omnibus Incentive Plan.

Remarks:

/s/ Hannah Skeete, by power of attorney for Colin R. Sabol 03/0

03/04/2015

** 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.