

| 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*<br><u>Pine Matthew Francis</u><br><hr/> (Last) (First) (Middle)<br><u>1 INTERNATIONAL DRIVE</u><br><u>C/O XYLEM INC.</u><br><hr/> (Street)<br><u>RYE BROOK NY 10573</u><br><hr/> (City) (State) (Zip) |  |  | 2. Issuer Name and Ticker or Trading Symbol<br><u>Xylem Inc. [ XYL ]</u> |  |  | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable)<br>Director 10% Owner<br><input checked="" type="checkbox"/> Officer (give title below) Other (specify below)<br><p style="text-align: center;"><b>Senior Vice President</b></p> |  |  |
|                                                                                                                                                                                                                                                |  |  | 3. Date of Earliest Transaction (Month/Day/Year)<br><u>08/06/2021</u>    |  |  |                                                                                                                                                                                                                                                          |  |  |
|                                                                                                                                                                                                                                                |  |  | 4. If Amendment, Date of Original Filed (Month/Day/Year)                 |  |  | 6. Individual or Joint/Group Filing (Check Applicable Line)<br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br>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                    | 08/06/2021                           |                                                    | M                              |   | 2,000                                                             | A          | \$63.55                   | 44,021                                                                                        | D                                                        |                                                       |
| Common Stock                    | 08/06/2021                           |                                                    | S                              |   | 2,000 <sup>(1)</sup>                                              | D          | \$128.4691 <sup>(2)</sup> | 42,021                                                                                        | D                                                        |                                                       |
| Common Stock                    | 08/06/2021                           |                                                    | S                              |   | 4,804 <sup>(1)</sup>                                              | D          | \$128.4787 <sup>(3)</sup> | 37,217                                                                                        | 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 |
| Stock Option (Right to Buy)                | \$63.55                                                | 08/06/2021                           |                                                    | M                              |   |                                                                                        | 2,000 | (4)                                                      | 05/07/2030      | Common                                                                            | 2,000                                      | \$0.00                                                                                             | 48,423                                                    | D                                                      |       |

**Explanation of Responses:**

- The sale was made pursuant to a 10b5-1 plan adopted by the reporting person on March 15, 2021.
- This price represents the weighted average price per share of common stock (each, a "Share") of Xylem Inc. (the "Issuer"). Shares were executed at a range of prices from \$128.06 to \$128.77. 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 weighted average price per share of common stock (each, a "Share") of Xylem Inc. (the "Issuer"). Shares were executed at a prices ranging from \$128.04 to \$128.79. 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.
- The May 7, 2020 option grant vests in one third increments on May 7, 2021, May 7, 2022 and May 7, 2023.

**Remarks:**

/s/ Kimberly Rehm, by power of attorney for Matthew F. Pine 08/10/2021

\*\* 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.