

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person * Kuchenbrod Michael (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 Xylem Inc. [XYL]	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) 11/07/2011	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	

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			

**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 Underlying Securities (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 of Derivative Security: 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 Option (Right to Buy)	\$ 24.6	11/07/2011		A		27,443		(1)	11/07/2021	Common Stock	27,443	\$ 0	27,443	D	
Restricted Stock Unit	(2)	11/07/2011		A		9,248		(3)	(3)	Common Stock	9,248	\$ 0	9,248	D	
Restricted Stock Unit	(2)	11/07/2011		A		4,820 (4)		(5)	(5)	Common Stock	4,820	\$ 0	4,820	D	

Explanation of Responses:

- These options vest in three equal annual installments beginning on November 7, 2012.
- Each restricted stock unit ("RSU") represents the right to receive the cash value of one share of Xylem Inc. common stock.
- Each of these RSUs vests on November 7, 2014, subject to early vesting in certain circumstances in connection with a separation of service or acceleration event.
- Reflects the conversion of the unvested portions of cash-settled total shareholder return ("TSR") awards previously granted by ITT Corporation into RSUs of Xylem Inc. in connection with the spin-off of Xylem Inc. from ITT Corporation. These RSUs will be settled in cash.
- 1,687 RSUs were awarded in respect of 2010 TSR awards and will vest on December 31, 2012. 3,133 RSUs were awarded in respect of 2011 TSR awards and will vest on December 31, 2013.

/s/ Rina E. Teran, Assistant
Corporate Secretary of
Xylem Inc., by power of attorney for Michael
Kuchenbrod

11/09/2011

** 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.