SEC Form 4

**FORM 4**

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

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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[*] McShane Geri-Michelle | 2. Issuer Name **and** Ticker or Trading Symbol Xylem Inc. [ XYL ] | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) |
|---|---|---|
| (Last)          (First)          (Middle) C/O XYLEM INC. 1 INTERNATIONAL DRIVE | 3. Date of Earliest Transaction (Month/Day/Year) 02/20/2021 | Director                                                10% Owner X   Officer (give title                    Other (specify below)                                     below) Chief Accounting Officer |
| (Street) RYE BROOK    NY       10573 (City)          (State)          (Zip) | 4. If Amendment, Date of Original Filed (Month/Day/Year) | 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 | 02/20/2021 | | F | | 67[1] | D | $99.48 | 1,719 | D | |
| Common Stock | 02/21/2021 | | F | | 31[2] | D | $99.48 | 1,688 | D | |
| Common Stock | 02/21/2021 | | A | | 373[3] | A | $0.00 | 2,061 | D | |
| Common Stock | 02/21/2021 | | F | | 148[4] | D | $99.48 | 1,913 | 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 | Amount or Number of Shares | | | | |

**Explanation of Responses:**

1. Reflects the withholding of common stock to pay the tax liability incident to the vesting of restricted stock units granted on Feb 20, 2019 under the Xylem 2011 Omnibus Incentive Plan

2. Reflects the withholding of common stock to pay the tax liability incident to the vesting of restricted stock units granted on Feb 21, 2018 under the Xylem 2011 Omnibus Incentive Plan

3. Reflects the acquisition of 373 shares of common stock upon vesting of performance-based restricted stock units granted on February 21, 2018 upon achievement of performance criteria related to Total Shareholder Return, under the Xylem 2011 Omnibus Incentive Plan.

4. Reflects the withholding of common stock to pay the tax liability incident to the vesting of performance-based restricted stock units granted on Feb 21, 2018 under the Xylem 2011 Omnibus Incentive Plan

**Remarks:**

/s/ Kimberly Rehm, by power of attorney for Geri-Michelle McShane    02/23/2021

** 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.**