

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>Pine Matthew Francis</u> <hr/> (Last) (First) (Middle) <u>1 INTERNATIONAL DRIVE</u> <u>C/O XYLEM INC.</u> <hr/> (Street) <u>RYE BROOK NY 10573</u> <hr/> (City) (State) (Zip)			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 <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <p style="text-align: center;">Senior Vice President</p>		
			3. Date of Earliest Transaction (Month/Day/Year) <u>05/07/2021</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		
			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			
Common Stock	05/07/2021		F		5,972 ⁽¹⁾	D	\$119.34	47,858	D	
Common Stock	05/07/2021		M		3,604	A	\$63.55	51,462	D	
Common Stock	05/07/2021		S		3,604 ⁽²⁾	D	\$118.874 ⁽³⁾	47,858	D	
Common Stock	05/07/2021		S		1,034 ⁽²⁾	D	\$118.777 ⁽⁴⁾	46,824	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 Options (Right to Buy)	\$63.55	05/07/2021		D			3,604	(5)	02/27/2030	Common	3,604	\$0.00	18,239	D	

Explanation of Responses:

- Reflects the withholding of common stock to pay the tax liability incident to the vesting of restricted stock units granted on May 7, 2020 under the Xylem 2011 Omnibus Incentive Plan
- 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"). 1,583 Shares were executed at a range of prices from \$118.05 to \$118.67. 2,021 shares were executed at a range of prices from \$119.06 to \$119.45. 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 weighted average price per share of common stock (each, a "Share") of Xylem Inc. (the "Issuer"). 505 Shares were executed at a range of prices from \$117.99 to \$118.46. 529 shares were executed at a range of prices from \$119.11 to \$119.33. 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 stock option grant is scheduled to vest in one third increments on February 27, 2021, February 27, 2022 and February 27, 2023

Remarks:

/s/ Kimberly Rehm, by power of attorney for Matthew F. Pine 05/11/2021

** 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.