

**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

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).

1. Name and Address of Reporting Person* <u>Yarkadas Hayati</u>  (Last) (First) (Middle) 301 WATER ST SE C/O XYLEM INC.  (Street) WASHINGTON DC 20003  (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 <input type="checkbox"/> 10% Owner Officer (give title below) <input checked="" type="checkbox"/> Other (specify below) <u>SVP &amp; President, EU, WI &amp; GLS</u>
	3. Date of Earliest Transaction (Month/Day/Year) 03/01/2023	
	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	03/01/2023		F		102 <sup>(1)</sup>	D	\$101.09	12,773	D	
Common Stock	03/01/2023		A		4,204 <sup>(2)</sup>	A	\$0.00	16,977	D	
Common Stock	03/02/2023		M		6,076	A	\$63.55	23,053	D	
Common Stock	03/02/2023		M		5,035	A	\$86.79	28,088	D	
Common Stock	03/02/2023		S		15,942	D	\$100.4271 <sup>(3)</sup>	12,146	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)	\$101.09	03/01/2023		A		14,625		(4)	03/01/2033	Common Stock	14,625	\$101.09	14,625	D	
Stock Option (Right to Buy)	\$86.76	03/02/2023		M		5,035		(5)	03/01/2032	Common Stock	5,035	\$0.00	0.00	D	
Stock Option (Right to Buy)	\$63.55	03/02/2023		M		6,076		(6)	02/27/2030	Common Stock	6,076	\$0.00	0.00	D	

**Explanation of Responses:**

- Reflects units withheld to pay the tax liability incident to the vesting of restricted stock units granted on March 1, 2021 (40) and March 1, 2022 (62) under the Xylem 2011 Omnibus Incentive Plan (Amended and Restated February 24, 2016)
- Reflects an award of restricted stock units pursuant to the Xylem 2011 Omnibus Incentive Plan (Amended and Restated February 24, 2016) that are scheduled to vest in one third increments on March 1, 2024, March 1, 2025 and March 1, 2026.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$100.27 to \$100.64, inclusive. The reporting person undertakes to provide to Xylem, Inc., any security holder of Xylem, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price with the ranges set forth in Footnote 3 to this Form 4.
- Reflects an award of non-qualified stock options pursuant to the Xylem 2011 Omnibus Incentive Plan (Amended and Restated February 24, 2016) that are scheduled to vest in one-third increments on March 1, 2024, March 1, 2025 and March 1, 2026.
- The May 7, 2020 option grant vested in one-third increments on February 27, 2021, February 27, 2022 and February 27, 2023.
- The March 1, 2022 option grant vested one-third on March 1, 2023, and will vest one-third on each of March 1, 2024 and March 1, 2025.

**Remarks:**

/s/ Callie Plant, by power of attorney for Hayati Yarkadas 03/03/2023

\*\* 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.