

LORANGER STEVEN R
Form 4
September 18, 2012

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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 OF SECURITIES

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
LORANGER STEVEN R

(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]

3. Date of Earliest Transaction (Month/Day/Year)
09/14/2012

4. If Amendment, Date Original Filed (Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)

6. Individual or Joint/Group Filing (Check Applicable Line)
 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 Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock	09/14/2012		M ⁽¹⁾		75,000 A \$ 23.3095	230,994	D
Common Stock	09/14/2012		S ⁽¹⁾		72,300 D \$ 25.4512	158,694	D
Common Stock						307.88 ⁽³⁾	I By 401(k) plan
Common Stock						14,973	I By Steven R. Loranger Revocable

Common Stock	50,551	I	Trust By Betsy Palmer Loranger Revocable Trust
--------------	--------	---	---

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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 control number.

SEC 1474
(9-02)

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. Amount or Number of Shares
Stock Option (Right to Buy)	\$ 23.3095	09/14/2012		M	75,000	⁽⁴⁾ 10/31/2012	Common Stock	75,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LORANGER STEVEN R 1133 WESTCHESTER AVENUE C/O XYLEM INC. WHITE PLAINS, NY 10604		X		

Signatures

/s/ Rina E. Teran, Assistant Corporate Secretary of Xylem Inc., by power of attorney for Steven R. Loranger

09/18/2012

**Signature of Reporting Person

Date

Explanation of Responses:

- * 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).
- (1) The reporting person exercised options due to expire on October 31, 2012 and subsequently sold only enough shares to cover the cost of the exercise and taxes and is retaining the remaining shares acquired upon exercise.
This price represents the approximate weighted average price per share of common stock (each, a "Share") of Xylem Inc. (the "Issuer"), of sales that were executed at prices ranging from 25.34 to 25.64 per Share. 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.
- (2) As of September 10, 2012
- (3) These options are fully vested and exercisable.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number. **en earned had the bond been held until maturity.**

Investment Products: Not FDIC Insured No Bank Guarantee May Lose Value

Bank Deposits and Certificates of Deposit (CDs) are FDIC Insured up to Applicable Limits

Securities products and services offered by Zions Direct, Member FINRA/SIPC, a non-bank subsidiary of Zions Bank.

Affiliates of Zions Bank or other issuers may purchase CDs or securities through the auction process. The market clearing yield may be lower due to the participation of an affiliate in the auction which may benefit the affiliated issuer.

[Other Products](#) | [Contact Us](#) | [About Us](#) | [Site Map](#) | [Privacy Policy](#) | [Terms and Conditions](#)

[PUBLIC_VIEW](#) :: [MY ACCOUNT](#) | [SIGN OUT](#) | [CONTACT US](#)

[Home](#) > [Auction #2244](#)

Please confirm your agreement with each of the following by checking the box next to each statement.

I agree that the following contact information is correct:

I have accessed or received the Offering Documents.

I understand that the Corporate Notes that I am bidding for are securities and are not insured by the FDIC, are not deposits of any bank and may lose value. All securities are subject to investment risks, including possible loss of the principal invested.

By participating in this auction, I declare that my investment objective(s), time horizon and risk tolerance allow for the purchase of the securities being offered. Furthermore, I authorize Zions Direct to update my investor profile, if needed, to align my profile with this purchase.

I understand that these securities involve accrued interest, which I will be responsible to pay if I am awarded any of the securities.

I understand that Zions Direct is committed to conducting fair, open, and transparent auctions for the benefit of all participants. Zions Direct will not tolerate or conduct business with anyone who attempts to disrupt or manipulate the

Edgar Filing: LORANGER STEVEN R - Form 4

process for any auction. I agree that by participating in this auction I will not be engaging in any such attempt.

Bidding Qualification

BBB- (Fitch); BBB (low) (DBRS); and BBB- (Standard & Poor's).

Name: John Smith

E-mail: john.smith@email.com

Telephone: 212-121-2121

Zions Bancorporation Senior Note / 1 Year Corporates

Zions Direct Auctions Bidding Qualification Page 1 of 2

https://www.auctions.zionsdirect.com/auction/2244/sign_in 12/21/2010

[Auctions](#)

[View current auctions](#)

[Results Archive](#)

[View the results of completed auctions](#)

[FDIC-Insured CDs](#)

[Municipal Bonds](#)

[Corporate Bonds](#)

[US Agencies](#)

[Preferred Stock](#)

[Warrants](#)

[Issuers](#)

[University](#)

[Learn more about our auctions](#)

[Demos](#)

[Practice bidding in our trial auctions](#)

[Think](#)

[My Account](#)

[PUBLIC_VIEW](#) :: [MY ACCOUNT](#) | [SIGN OUT](#) | [CONTACT US](#)

[Home](#) > [Auction #2244](#)

[Bid Page](#)

[BBB- \(Fitch\)](#); [BBB \(low\) \(DBRS\)](#); and [BBB- \(Standard & Poor's\)](#).

[Auction Information](#)

Auction Start: 12/21/2010 8:00 AM EST

Auction End: 12/28/2010 11:30 AM EST

Last Update: 12/21/2010 1:03:49 PM EST

Auction Status: Accepting Bids

[Issue Information](#)

Issue Type: Corporate Bonds

Edgar Filing: LORANGER STEVEN R - Form 4

Principal Offered: \$ 1,000,000.00

Units Offered: 1000

Denomination: \$ 1,000.00

Coupon: 3.000%

Min. Price: 98.000

Max. Price: 102.000

Min. Yield: 0.893%

Max. Yield: 5.171%

Announcement Date: 12/17/2010

Settlement Date: 12/31/2010

First Interest Date: 6/15/2011

Maturity Date: 12/15/2011

Day Basis: 30/360 (345 days)

Int. Frequency: Semi-Annually

Documents: Offering Documents

Bidding Information

Number of Bidders:

Number of Bids:

Current Market-Clearing

Price:

98.000

Current Market-Clearing

Yield*:

5.171%

Buy Today! Information

Price: 100.000

Yield: 3.00%

PUBLIC_VIEW Current Market-Clearing Price: 98.000

Current Market-Clearing Yield*: 5.171%

Units Price OR Yield Submitted In the Money

Explanation of Responses:

Edgar Filing: LORANGER STEVEN R - Form 4

Buy Today! 100.000 2.999%

The Buy Today! sale closes on 12/28 at 12:00 AM ET. 1,000 / 1,000 units remaining.

Auction Bids

1 %

2 %

3 %

4 %

5 %

Bid Limit: \$ 1,000.00 Calculate/Refresh Submit

Please direct questions regarding the website or bidding procedures to the Auction Administrator.

You may also call our Investment Center at 800-524-8875 from 8am to Midnight Eastern Time.

Zions Bancorporation has filed a registration statement (Registration Statement No. 333-158319, including a prospectus) with the SEC for the offering to which this communication relates. Before you invest, you should read the prospectus dated March 31, 2009 contained in that registration statement, the prospectus supplement dated December 6, 2010 and other documents Zions Bancorporation has filed with the SEC for more complete information about Zions Bancorporation and this offering. You may get these documents and other documents Zions Bancorporation has filed for free by visiting EDGAR on the SEC Web site at www.sec.gov. Alternatively, Zions Bancorporation or a representative will arrange to send you the prospectus and other documents Zions Bancorporation has filed with the SEC if you request it by calling toll free (800) 524-8875.

*The current Market-Clearing Yield/Final Auction Yield is calculated as Yield to Worst (YTW) which is the lowest yield of yield to maturity, yield to call, yield to put, or other yields when a bond is callable, puttable, exchangeable, or has other features. If a bond is called, put or exchanged before maturity, the bondholder only earns interest on the time that has elapsed between purchasing the bond and its early redemption. The resulting yield is less than what would have been earned had the bond been held until maturity.

Zions Bancorporation Senior Note / 1 Year Corporates

Note: This page will check for updates every minute.

Zions Direct Auctions Bid Page Page 1 of 2

https://www.auctions.zionsdirect.com/auction/2244/bidding_qualification?csrf_token=9ae99aed9a38f2. 12/21/2010

Investment Products: Not FDIC Insured No Bank Guarantee May Lose Value

Bank Deposits and Certificates of Deposit (CDs) are FDIC Insured up to Applicable Limits

Securities products and services offered by Zions Direct, Member FINRA/SIPC, a non-bank subsidiary of Zions Bank.

Affiliates of Zions Bank or other issuers may purchase CDs or securities through the auction process. The market clearing yield may be lower due to the participation of an

affiliate in the auction which may benefit the affiliated issuer.

[Other Products](#) | [Contact Us](#) | [About Us](#) | [Site Map](#) | [Privacy Policy](#) | [Terms and Conditions](#)

Page 2 Zions Direct Auctions Bid Page of 2

https://www.auctions.zionsdirect.com/auction/2244/bidding_qualification?csrf_token=9ae99aeed9a38f2, 12/21/2010

[Auctions](#)

[View current auctions](#)

[Results Archive](#)

[View the results of completed auctions](#)

[FDIC-Insured CDs](#)

[Municipal Bonds](#)

[Corporate Bonds](#)

[US Agencies](#)

[Preferred Stock](#)

[Warrants](#)

[Issuers](#)

[University](#)

[Learn more about our auctions](#)

[Demos](#)

[Practice bidding in our trial auctions](#)

[Think](#)

[My Account](#)

[PUBLIC_VIEW](#) :: [MY ACCOUNT](#) | [SIGN OUT](#) | [CONTACT US](#)

[Home](#) > [Auction #2244](#)

[Confirm Bid Submission](#)

BBB- (Fitch); BBB (low) (DBRS); and BBB- (Standard & Poor's).

Bidder Bid # Units @ Price Yield Max. Award Max. Amt. Due Status

PUBLIC_VIEW Buy Today! 1 @ 100.000 2.999% 1 \$ 1,000.00 NEW

I understand that I committed to purchase 1 unit at the Buy Today!

price, at a cost of \$ 1,000.00. I also understand that if awarded, I

will be responsible for Accrued Interest of \$ 1.17 on my award.

Bid Limit: \$ 1,000.00

[Cancel Submit](#)

Explanation of Responses:

Edgar Filing: LORANGER STEVEN R - Form 4

Please direct questions regarding the website or bidding procedures to the Auction Administrator.

You may also call our Investment Center at 800-524-8875 from 8am to Midnight Eastern Time.

Zions Bancorporation has filed a registration statement (Registration Statement No. 333-158319, including a prospectus) with the SEC for the offering to which this communication relates. Before you invest, you should read the prospectus dated March 31, 2009 contained in that registration statement, the prospectus supplement dated December 6, 2010 and other documents Zions Bancorporation has filed with the SEC for more complete information about Zions Bancorporation and this offering. You may get these documents and other documents Zions Bancorporation has filed for free by visiting EDGAR on the SEC Web site at www.sec.gov. Alternatively, Zions Bancorporation or a representative will arrange to send you the prospectus and other documents Zions Bancorporation has filed with the SEC if you request it by calling toll free (800) 524-8875.

*The current Market-Clearing Yield/Final Auction Yield is calculated as Yield to Worst (YTW) which is the lowest yield of yield to maturity, yield to call, yield to put, or other yields when a bond is callable, puttable, exchangeable, or has other features. If a bond is called, put or exchanged before maturity, the bondholder only earns interest on the time that has elapsed between purchasing the bond and its early redemption. The resulting yield is less than what would have been earned had the bond been held until maturity.

Investment Products: Not FDIC Insured No Bank Guarantee May Lose Value

Bank Deposits and Certificates of Deposit (CDs) are FDIC Insured up to Applicable Limits

Securities products and services offered by Zions Direct, Member FINRA/SIPC, a non-bank subsidiary of Zions Bank.

Affiliates of Zions Bank or other issuers may purchase CDs or securities through the auction process. The market clearing yield may be lower due to the participation of an

affiliate in the auction which may benefit the affiliated issuer.

[Other Products](#) | [Contact Us](#) | [About Us](#) | [Site Map](#) | [Privacy Policy](#) | [Terms and Conditions](#)

Please review and confirm the bids below

Zions Bancorporation Senior Note / 1 Year Corporates

Zions Direct Auctions Confirm Bid Submission Page 1 of 2

<https://www.auctions.zionsdirect.com/auction/2244/bid/12/21/2010>