

Stellato Paul A
 Form 4
 February 26, 2019

FORM 4

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

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).

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 *
 Stellato Paul A

(Last) (First) (Middle)

C/O XYLEM INC., 1
 INTERNATIONAL DRIVE

(Street)

RYE BROOK, NY 10573

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
 Xylem Inc. [XYL]

3. Date of Earliest Transaction
 (Month/Day/Year)
 02/24/2019

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

Chief Accounting Officer

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) | Price | | |
| Common Stock | 02/24/2019 | | F | 92 ⁽¹⁾ | \$ 75.26 | D | |
| Common Stock | 02/24/2019 | | F | 116 ⁽²⁾ | \$ 75.26 | D | |
| Common Stock | 02/24/2019 | | A | 1,402 ⁽³⁾ | \$ 75.26 | D | |
| Common Stock | 02/24/2019 | | F | 509 ⁽⁴⁾ | \$ 75.26 | D | |
| Common Stock | 02/24/2019 | | A | 1,402 ⁽⁵⁾ | \$ 75.26 | D | |

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| | | | | | | | | |
|--------------|------------|---|--------------------|---|----------|---------|---|-------------------------|
| Common Stock | 02/24/2019 | F | 471 ⁽⁴⁾ | D | \$ 75.26 | 13,417 | D | |
| Common Stock | | | | | | 435.362 | I | by 401(k) <u>(6)</u> |

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

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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 (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Stellato Paul A
C/O XYLEM INC.
1 INTERNATIONAL DRIVE
RYE BROOK, NY 10573

Chief Accounting Officer

Signatures

/s/ Kimberly Rehm, by power of attorney for Paul A. Stellato

02/26/2019

**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) Reflects the withholding of shares of common stock to pay the tax liability incident to the vesting of restricted stock units granted on February 24, 2016 under the Xylem 2011 Omnibus Incentive Plan.

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- (2) Reflects the withholding of shares of common stock to pay the tax liability incident to the vesting of restricted stock units granted on September 1, 2016 under the Xylem 2011 Omnibus Incentive Plan.
- (3) Reflects acquisition of 1,402 shares of common stock upon vesting of performance based restricted stock units granted on February 24, 2016 upon achievement of performance criteria related to ROIC
- (4) Reflects the withholding of shares of common stock to pay the tax liability incident to the vesting of performance stock units granted on February 24, 2016 under the Xylem 2011 Omnibus Incentive Plan.
- (5) Reflects acquisition of 1,402 shares of common stock upon vesting of performance based restricted stock units granted on February 24, 2016 upon achievement of performance criteria related to Total Shareowner Return.
- (6) As of February 20, 2019

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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