

McShane Geri-Michelle
 Form 3
 March 04, 2019

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â McShane Geri-Michelle | | (Month/Day/Year) | Xylem Inc. [XYL] | |
| (Last) | (First) | (Middle) | 03/01/2019 | |
| C/O XYLEM INC.,Â 1 INTERNATIONAL DRIVE | | | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| (Street) | | | (Check all applicable) | |
| RYE BROOK,Â NYÂ 10573 | | | <input type="checkbox"/> Director | <input type="checkbox"/> 10% Owner |
| (City) | | | <input checked="" type="checkbox"/> Officer | <input type="checkbox"/> Other |
| (State) | | | (give title below) | (specify below) |
| (Zip) | | | Chief Accounting Officer | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| | | | | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
| | | | | <input type="checkbox"/> Form filed by More than One Reporting Person |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|---|
| Common Stock | 1,197 ⁽¹⁾ | D | Â |

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|---|--|--|---|
|--|--|---|--|--|---|

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| | Date Exercisable | Expiration Date | | Amount or Number of Shares | | or Indirect (I) (Instr. 5) | |
|--------------------------------------|------------------|-----------------|--------------|----------------------------|----------|----------------------------|---|
| Employee Stock Option (Right to Buy) | Â (2) | 02/21/2027 | Common Stock | 1,643 | \$ 48.33 | D | Â |
| Employee Stock Option (Right to Buy) | Â (3) | 02/21/2028 | Common Stock | 1,019 | \$ 75.18 | D | Â |
| Employee Stock Option (Right to Buy) | Â (4) | 02/20/2029 | Common Stock | 2,198 | \$ 74.07 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|----------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| McShane Geri-Michelle C/O XYLEM INC. 1 INTERNATIONAL DRIVE RYE BROOK, NY 10573 | Â | Â | Â Chief Accounting Officer | Â |

Signatures

/s/: Kimberly Rehm, by power of attorney for Geri-Michelle
McShane

03/04/2019

__Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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).
- Includes 416 shares of common stock of Xylem Inc., and 781 restricted stock units scheduled to vest as follows: 198 on February 21, 2020, 169 on February 20, 2020, 77 on February 21, 2021 and 169 on February 20, 2021 and 168 on Feb 20, 2022. Each restricted stock unit represents the right to receive one share of common stock upon vesting
- (2) 548 options are fully vested and exercisable and 547 are scheduled to vest on February 21, 2020
 - (3) 340 options are fully vested and exercisable. 340 options are scheduled to vest on February 21, 2020 and 339 options are scheduled to vest on February 21, 2021.
 - (4) These options will vest in three equal parts on February 20, 2020, February 20, 2021 and February 20, 2022.

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.