

Xylem Inc.
Form 4
March 11, 2015

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 *
Mingle Robyn T

(Last) (First) (Middle)

1 INTERNATIONAL DRIVE, C/O
XYLEM INC.

(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)
03/09/2015

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)
SVP & Chief HR Officer

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 Beneficial Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock	03/09/2015		M		5,063 A \$ 24.6	21,996	D
Common Stock	03/09/2015		S		5,063 D \$ 35.3426	16,933	D
Common Stock	03/09/2015		M		8,648 A \$ 26.6	25,581	D
Common Stock	03/09/2015		S		8,648 D \$ 35.3426	16,933	D
	03/09/2015		M		13,394 A \$ 27.49	30,327	D

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Common
Stock

Common Stock	03/09/2015	S	13,394	D	\$ 35.3426 <u>(1)</u>	16,933	D
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(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
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Stock Option (Right to Buy)	\$ 24.6	03/09/2015		M	5,063	<u>(2)</u> 11/07/2021	common stock	5,063
Stock Option (Right to Buy)	\$ 26.6	03/09/2015		M	8,648	<u>(2)</u> 03/02/2022	common stock	8,648
Stock Option (Right to Buy)	\$ 27.49	03/09/2015		M	13,394	<u>(3)</u> 03/02/2023	common stock	13,394

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Mingle Robyn T 1 INTERNATIONAL DRIVE C/O XYLEM INC. RYE BROOK, NY 10573	SVP & Chief HR Officer

Signatures

/s/ Hannah Skeete, by power of attorney for Robyn T.
Mingle

03/11/2015

__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).

- 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 \$35.26 to \$35.47 per Share. The Reporting Person undertakes to provide, upon request
- (1) 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) These options are fully vested and exercisable.
 - (3) The original grant of 20,091 options vests in three equal installments. The remaining 6,697 will vest on March 1, 2016.

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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