

Xylem Inc.  
Form 3  
October 05, 2015

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

OMB APPROVAL

OMB Number: 3235-0104  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

**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 <b>and</b> Ticker or Trading Symbol	
Â Flinton David		(Month/Day/Year)	Xylem Inc. [XYL]	
(Last)	(First)	(Middle)	4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
		10/01/2015		
C/O XYLEM INC.,Â 1			(Check all applicable)	
INTERNATIONAL DRIVE			<input type="checkbox"/> Director	<input type="checkbox"/> 10% Owner
(Street)			<input checked="" type="checkbox"/> Officer	<input type="checkbox"/> Other
			(give title below)	(specify below)
			Senior Vice President	
RYE BROOK,Â NYÂ 10573				6. Individual or Joint/Group Filing(Check Applicable Line)
(City)	(State)	(Zip)		<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	8,400 <sup>(1)</sup>	D	Â
Common Stock	953 <sup>(2)</sup>	I	by 401(k)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

**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.**

**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	5. Ownership Form of Derivative	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Derivative Security	Security: Direct (D) or Indirect (I) (Instr. 5)	
Employee Stock Option (Right to Buy)	Â (3)	02/24/2025	common stock	6,448	\$ 35.96	D	Â
Employee Stock Option (Right to Buy)	Â (4)	02/25/2024	common stock	5,255	\$ 38.76	D	Â
Employee Stock Option (Right to Buy)	Â (5)	03/01/2023	common stock	6,525	\$ 27.49	D	Â
Employee Stock Option (Right to Buy)	Â (6)	10/07/2021	common stock	3,325	\$ 24.6	D	Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Flinton David C/O XYLEM INC. 1 INTERNATIONAL DRIVE RYE BROOK, NY 10573	Â	Â	Â Senior Vice President	Â

## Signatures

/s/: Juliene Patton, by power of attorney for David Flinton 10/05/2015

\_\_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 2,585 shares of common stock, and 5,815 restricted stock units scheduled to vest as follows: 1,204 on November 1, 2015; 1,728 (1) on March 1, 2016; 1,354 on February 25, 2017 and 1,529 on February 24, 2018. Each restricted stock unit represents the right to receive one share of common stock upon vesting.
- (2) As of September 30, 2015.
  - (3) These options will vest in three equal parts on February 24, 2016, February 24, 2017 and February 24, 2018.
  - (4) 1,752 options are fully vested and exercisable and 1,752 are scheduled to vest on February 25, 2016 and 1,751 are scheduled to vest on February 25, 2017.
  - (5) 4,350 options are fully vested and exercisable and 2,175 are scheduled to vest on March 1, 2016.
  - (6) 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.