Edgar Filing: Xylem Inc. - Form 4

| Xylem Inc. | | | | | | | | | | | |
|-----------------------|-----------------------------|---------------------|-----------|------------------------------|-------------------|------------|---------------|---|---------------------------|-------------------------|--|
| Form 4 | | | | | | | | | | | |
| March 03, 2 | 2016 | | | | | | | | | | |
| FORM | ΛΔ | | | | | | | | OMB A | PROVAL | |
| | UNITED | STATES | | RITIES A shington | | | ANGE C | COMMISSION | OMB Number: | 3235-0287 | |
| Check the | | | | | | | | | Expires: | January 31, | |
| subject t | no longer STATEMENT OF CHAN | | | NGES IN BENEFICIAL OWNERSHIP | | | | NERSHIP OF | Estimated a | 2005 | |
| Section | | | | | | SECURITIES | | | | rs per | |
| Form 4 | | | | | | | | | response | . 0.5 | |
| Form 5 obligation | nn c - | | | | | | - | e Act of 1934, | | | |
| may cor | | | | • | • | - | • | 1935 or Section | l | | |
| See Inst | ruction | 30(h) | of the In | nvestment | t Compa | ny A | ct of 194 | -0 | | | |
| 1(b). | | | | | | | | | | | |
| (Print or Type | Responses) | | | | | | | | | | |
| × 51 | 1 | | | | | | | | | | |
| 1. Name and | Address of Reporting | Person [*] | 2. Issue | er Name an o | d Ticker o | r Trad | ing | 5. Relationship of | Reporting Pers | son(s) to | |
| Brannemo Tomas Symbol | | | | - | | | | Issuer | | | |
| | | | | em Inc. [XYL] | | | | (Check all applicable) | | | |
| (Last) | (First) (1 | Middle) | 3. Date o | of Earliest T | ransaction | | | (Check | c all applicable | e) | |
| | | , | | Day/Year) | 14110400101 | | | Director | 10% | Owner | |
| 1 INTERN | ATIONAL DRIV | E, C/O | 03/01/2 | • | | | | $X_ Officer (give)$ | | er (specify | |
| XYLEM IN | NC. | | | | | | | below) Senior | below) Vice Presiden | ıt | |
| | (Street) | | 1 If Am | andmant D | ata Oniain | -1 | | | | | |
| | | | | | | | | 6. Individual or Joint/Group Filing(Check Applicable Line) | | | |
| Filed(M | | | | | | | | _X_ Form filed by One Reporting Person | | | |
| RYE BRO | OK, NY 10573 | | | | | | | Form filed by Me Person | ore than One Re | porting | |
| (City) | (State) | (Zip) | Tab | le I - Non-l | Derivative | e Secu | rities Acq | uired, Disposed of, | or Beneficial | ly Owned | |
| 1.Title of | 2. Transaction Date | 2A. Deem | ed | 3. | 4. Securi | ties A | cquired (A | .) 5. Amount of | 6. | 7. Nature of | |
| Security | (Month/Day/Year) | Execution | | Transactio | omr Dispo | sed of | (D) | Securities | Ownership | Indirect | |
| (Instr. 3) | | any | | Code (Instr. 3, 4 and 5) | | | | Beneficially | Form: | Beneficial | |
| | | (Month/Da | ay/Year) | (Instr. 8) | | | | Owned Following | Direct (D) or Indirect | Ownership (Instr. 4) | |
| | | | | | | () | | Reported | (I) | (1115117-1) | |
| | | | | | | (A) or | | Transaction(s) | (Instr. 4) | | |
| | | | | Code V | Amount | | Price | (Instr. 3 and 4) | | | |
| Common Stock | 03/01/2016 | | | S | 822 <u>(1)</u> | D | \$ 37.8544 | 4 17,171 | D | | |

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.

 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

 (e.g., puts, calls, warrants, options, convertible securities)

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| 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. Transacti Code (Instr. 8) | 5. ionNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | ; | ate | Secur | unt of rlying | 8. Price of Derivative Security (Instr. 5) | 9. Nu Deriv Secu Bene Owna Follo Repo Trans (Instr |
|---|---|---|---|---------------------------------------|--|---------------------|--------------------|-------|--|---|--|
| | | | | Code V | 7 (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | | | | | |
|--|---------------|-----------|-----------------------|-------|--|--|--|--|
| | Director | 10% Owner | Officer | Other | | | | |
| Brannemo Tomas 1 INTERNATIONAL DRIVE C/O XYLEM INC. RYE BROOK, NY 10573 | | | Senior Vice President | | | | | |
| Signatures | | | | | | | | |
| /s/ Hannah Skeete, by power of Brannemo | 03/03/2016 | | | | | | | |
| <u>**</u> Signature of Repo | rting 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 sale of shares of common stock to cover the tax liability incident to the vesting of shares of restricted stock granted on March 1, 2013 under the Xylem 2011 Omnibus Incentive Plan.

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.