Xylem Inc. Form 4 February 23, 2017

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

Expires:

January 31, 2005

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OMB APPROVAL

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if no longer subject to Section 16. Form 4 or Form 5

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obligations may continue. See Instruction

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

1(b).

(Last)

(City)

(Print or Type Responses)

1. Name and Address of Reporting Person * Napolitano Kenneth

(First)

(Street)

(State)

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

(Middle)

(Zip)

3. Date of Earliest Transaction

Xylem Inc. [XYL]

(Month/Day/Year)

Director 10% Owner X_ Officer (give title Other (specify

(Check all applicable)

02/21/2017

1 INTERNATIONAL DRIVE, C/O XYLEM INC.

below) Senior Vice President

6. Individual or Joint/Group Filing(Check

4. If Amendment, Date Original

Applicable Line)

Filed(Month/Day/Year)

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

RYE BROOK, NY 10573

(City)	(State) (Z	Zip) Table	I - Non-D	erivative Sec	curities Acc	quired, Disposed	of, or Beneficial	lly Owned
1.Title of Security	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if	3. Transactio	4. Securitie onAcquired (A		5. Amount of Securities	6. Ownership Form: Direct	7. Nature of Indirect
(Instr. 3)		any (Month/Day/Year)	Code (Instr. 8)	Disposed o (Instr. 3, 4	` '	Beneficially Owned	(D) or Indirect (I)	Beneficial Ownership
				((A)	Following Reported	(Instr. 4)	(Instr. 4)
			Code V		or (D) Price	Transaction(s) (Instr. 3 and 4)		

Common 4,655 02/21/2017 A \$0 47,218 D Stock (1)

by 401(k) Common I 1,384.65 Stock $plan^{(2)}$

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

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(9-02)

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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. Transacti Code (Instr. 8)	5. Number of orDerivative 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)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Options (Right to Buy)	\$ 48.33	02/21/2017		A	21,127	<u>(3)</u>	02/21/2027	Common Stock	21,127

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Napolitano Kenneth

1 INTERNATIONAL DRIVE

C/O XYLEM INC.

RYE BROOK, NY 10573

Senior Vice President

Signatures

/s/ Juliene Patton, by power of attorney for Kenneth Napolitano

02/23/2017

**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 an award of restricted stock units which are scheduled to vest on February 21, 2018.
- (2) As of December 31, 2016
- (3) These options vest in three equal annual installments beginning on February 21, 2018.

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.

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