LORANGER STEVEN R

Form 4/A

February 13, 2012

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB Number:

3235-0287

January 31, Expires: 2005

OMB APPROVAL

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SECURITIES

Form 5 obligations may continue. See Instruction

Check this box

if no longer

subject to

Section 16.

Form 4 or

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)

(Print or Type Responses)

1. Name and Address of Reporting Person * LORANGER STEVEN R

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to Issuer

Symbol Xylem Inc. [XYL]

(Middle)

3. Date of Earliest Transaction

(Check all applicable)

1133 WESTCHESTER

(First)

(Street)

(Month/Day/Year)

11/01/2011

11/03/2011

X_ Director Officer (give title below)

10% Owner Other (specify

AVENUE, C/O XYLEM INC.

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check Applicable Line)

Filed(Month/Day/Year)

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

WHITE PLAINS, NY 10604

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of Security (Instr. 3)

2. Transaction Date 2A. Deemed (Month/Day/Year)

Execution Date, if

(Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5)

5. Amount of Securities Beneficially Owned Following

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial (I) Ownership (Instr. 4) (Instr. 4)

Reported (A) or

Transaction(s) (Instr. 3 and 4) Code V Amount (D) Price

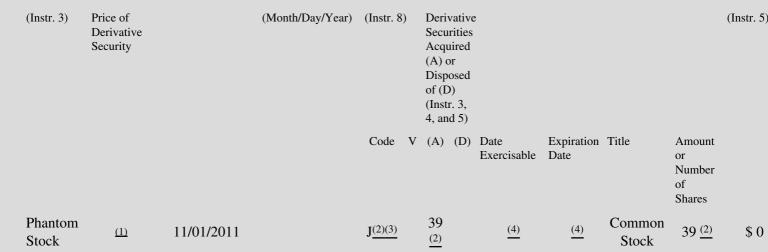
Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exercisable and	7. Title and Amount of	8. Price
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	Number	Expiration Date	Underlying Securities	Derivativ
Security	or Exercise		any	Code	of	(Month/Day/Year)	(Instr. 3 and 4)	Security

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Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

OR ANGER STEVEN R

LORANGER STEVEN R 1133 WESTCHESTER AVENUE C/O XYLEM INC. WHITE PLAINS, NY 10604

X

Signatures

/s/ Rina E. Teran, Assistant Corporate Secretary of Xylem Inc., by power of attorney for Steven R. Loranger

02/13/2012

**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) Each share of phantom stock represents the right to receive the cash value of one share of Xylem Inc. common stock.
- The purpose of this amendment is to correct the Transaction Code, the Number of Derivative Securities Acquired, the Amount of
 Underlying Securities, and the Number of Derivative Securities Beneficially Owned Following Reported Transaction. The Transaction
 Code was incorrectly reported as "A" on the original Form 4. Each of the amounts were mistakenly reported as "20" in the original Form
 4.
- (3) These shares of phantom stock were equity awards formerly granted by ITT Corporation and were converted by ITT Corporation into phantom stock of Xylem Inc. in connection with the spin-off of Xylem Inc. from ITT Corporation.
- (4) Credited shares of phantom stock are payable in cash pursuant to the Resignation Agreement, dated as of October 14, 2011, by and between Mr. Loranger and ITT Corporation.

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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