

Xylem Inc.
Form 3
August 03, 2015

FORM 3

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

OMB APPROVAL

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**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 and Ticker or Trading Symbol
Â Patel Shashank	(Month/Day/Year)	Xylem Inc. [XYL]
(Last) (First) (Middle)	07/30/2015	
	4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
1 INTERNATIONAL DRIVE,Â C/O XYLEM INC.	(Check all applicable)	
(Street)	<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner	6. Individual or Joint/Group Filing(Check Applicable Line)
	<input checked="" type="checkbox"/> X Officer <input type="checkbox"/> Other	<input checked="" type="checkbox"/> Form filed by One Reporting Person
	(give title below) (specify below)	<input type="checkbox"/> Form filed by More than One Reporting Person
RYE BROOK,Â NYÂ 10573	Interim CFO	
(City) (State) (Zip)		

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	10,509.5 ⁽¹⁾	D	Â

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

SEC 1473 (7-02)

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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) Title	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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	Date Exercisable	Expiration Date		Amount or Number of Shares		or Indirect (I) (Instr. 5)	
Employee Stock Option (Right to Buy)	Â (2)	02/24/2025	common stock	8,499	\$ 35.96	D	Â
Employee Stock Option (Right to Buy)	Â (3)	02/25/2024	common stock	6,006	\$ 38.76	D	Â
Employee Stock Option (Right to Buy)	Â (4)	03/01/2023	common stock	7,555	\$ 27.49	D	Â
Employee Stock Option (Right to Buy)	Â (5)	03/02/2022	common stock	8,398	\$ 26.6	D	Â
Employee Stock Option (Right to Buy)	Â (5)	11/07/2021	common stock	2,621	\$ 24.6	D	Â
Employee Stock Option (Right to Buy)	Â (5)	03/03/2021	common stock	4,951	\$ 32.3818	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Patel Shashank 1 INTERNATIONAL DRIVE C/O XYLEM INC. RYE BROOK, NY 10573	Â	Â	Â Interim CFO	Â

Signatures

/s/: Juliene Patton, by power of attorney for Shashank Patel 08/03/2015

__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 3740.5 shares of common stock, and 6769 restricted stock units scheduled to vest as follows: 1,204 on November 1, 2015; 2,001 on March 1, 2016; 1,548 on February 25, 2017; and 2,016 on February 24, 2018. Each restricted stock unit represents the right to receive one share of common stock upon vesting.
- (1) These options will vest in three equal parts on February 24, 2016, February 24, 2017 and February 24, 2018.
 - (2) 2,002 options are fully vested and exercisable and 2,002 are scheduled to vest on February 25, 2016 and 2,002 are scheduled to vest on February 25, 2017.
 - (3) 5,037 options are fully vested and exercisable and 2,518 are scheduled to vest on March 1, 2016.
 - (4) 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.

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