

Xylem Inc.  
Form 4  
August 01, 2016

**FORM 4**

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN 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 \*  
**LORANGER STEVEN R**

(Last) (First) (Middle)

**1 INTERNATIONAL DRIVE, C/O  
XYLEM INC.**

(Street)

**RYE BROOK, NY 10573**

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
**Xylem Inc. [XYL]**

3. Date of Earliest Transaction  
(Month/Day/Year)  
**07/28/2016**

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)

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

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

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

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	07/28/2016		M	(A) or (D) A	\$ 32,246 (1) 30.03	38,334	D
Common Stock	07/28/2016		S	(A) or (D) D	\$ 32,246 (1) 48.01 (2)	6,088	D
Common Stock					80,367 (3)	I	By Steven R. Loranger Revocable Trust
Common Stock					50,551	I	By Betsy Palmer

Loranger  
Revocable  
Trust

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

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(9-02)

**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. Transaction Code (Instr. 8)	5. Number of Derivative 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)	8. Amount or Number of Shares
Stock Option (Right to Buy)	\$ 30.03	07/28/2016		M	32,246	<sup>(4)</sup> 10/31/2018	Common Stock	32,246

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LORANGER STEVEN R 1 INTERNATIONAL DRIVE C/O XYLEM INC. RYE BROOK, NY 10573		X		

## Signatures

/s/ Hannah Skeete, Xylem Inc., by power of attorney for Steven R. Loranger

08/01/2016

\_\_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) The exercise and sale was made under a 10b5-1 plan adopted by the reporting person on June 1, 2016.

## Edgar Filing: Xylem Inc. - Form 4

- This price represents the approximate weighted average price per share of common stock (each, a "Share") of Xylem Inc. (the "Issuer"),
- (2) of sales that were executed at prices ranging from \$48.00 to \$48.05 per Share. The Reporting Person undertakes to provide, upon request by the Securities and Exchange Commission Staff, the Issuer or a security holder of the Issuer, full information regarding the number of Shares sold at each price.
  - (3) 6,500 Shares previously reported as directly held, were transferred to the Steven R. Loranger Revocable Trust in transactions exempt from reporting under 16a-13.
  - (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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