Edgar Filing: Toussaint Claudia S - Form 4

Toussaint Cla	udia S										
Form 4 February 22	2010										
February 22, 2019 FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION											
Check this	Check this box						Number:	3235-0287 January 31,			
Subject to Section 16. Form 4 or				GES IN BENEFICIAL OWNERSHIP O SECURITIES 6(a) of the Securities Exchange Act of 1934					Expires:		
obligations may contir <i>See</i> Instruc 1(b).	Section 1	7(a) of the		ility Hold	ing Com	pany	Act o	of 1935 or Section	on		
(Print or Type Re	esponses)										
Toussaint Claudia S Sym			Symbol	·				5. Relationship of Reporting Person(s) to Issuer			
			•	Xylem Inc. [XYL]					(Check all applicable)		
(Mor			(Month/Da	3. Date of Earliest Transaction (Month/Day/Year) 02/20/2019				Director 10% Owner X_Officer (give title Other (specify below) below) SVP, GC & Corporate Secretary			
(Street) 4. If An			4. If Amen	Amendment, Date Original				6. Individual or Joint/Group Filing(Check			
RYE BROOF	K, NY 10573		Filed(Mont	h/Day/Year)				Applicable Line) _X_ Form filed by Form filed by Person	One Reporting Po More than One Ro		
(City)	(State)	(Zip)	Table	e I - Non-De	erivative S	Securi	ties Ac	quired, Disposed o	of, or Beneficial	llv Owned	
1.Title of Security (Instr. 3)	2. Transaction I (Month/Day/Ye	ear) Execution any		3. Transactio Code (Instr. 8) Code V	4. Securi onAcquired Disposed (Instr. 3,	ties l (A) o l of (D	or))	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	-	
Common Stock	02/20/2019			А	2,869 (1)	А	\$0	46,335	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	2.	3. Transaction Date	3A. Deemed	4.	5. Number of	6. Date Exer	cisable and	7. Title and A	Amount of	8
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	TransactionDerivative		Expiration Date		Underlying Securities		Ľ
Security	or Exercise		any	Code	Securities	(Month/Day/	'Year)	(Instr. 3 and	4)	S
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Acquired (A)					(]
	Derivative				or Disposed of					
	Security				(D)					
					(Instr. 3, 4,					
					and 5)					
						Date	Expiration		Amount or	
						Exercisable	Date	Title	Number	
				Code V	(A) (D)	2	2 4.0		of Shares	
Stock Option	\$ 74.07	02/20/2019		А	12,456	(2)	02/20/2029	Common	12,456	

Reporting Owners

Reporting Owner Name / Address	Relationships						
1 0	Director	10% Owner	Officer	Other			
Toussaint Claudia S C/O XYLEM INC. 1 INTERNATIONAL DRIVE RYE BROOK, NY 10573			SVP, GC & Corporate Secretary				
Signatures							

/s/ Kimberly Rehm, by power of attorney for Claudia S.	
Toussaint	02/22/2019
**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 in three equal annual installments beginning on February 20, 2020.

(2) These options vest in three equal annual installments beginning on February 20, 2020.

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.