

Flinton David
Form 4
February 26, 2019

FORM 4

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Flinton David

(Last) (First) (Middle)

C/O XYLEM INC., 1
INTERNATIONAL DRIVE

(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)
02/24/2019

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

Senior Vice President

6. Individual or Joint/Group Filing(Check
Applicable Line)
X 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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price		
Common Stock	02/24/2019		F		359 ⁽¹⁾	D	\$ 75.26	16,781	D
Common Stock	02/24/2019		A		5,254 ⁽²⁾	A	\$ 75.26	22,035	D
Common Stock	02/24/2019		F		2,059 ⁽³⁾	D	\$ 75.26	19,976	D
Common Stock	02/24/2019		A		5,254 ⁽⁴⁾	A	\$ 75.26	25,230	D
Common Stock	02/24/2019		F		2,076 ⁽³⁾	D	\$ 75.26	23,154	D

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Common Stock 988.329 I by 401(k) (5)

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

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SEC 1474 (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. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Transaction (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Flinton David C/O XYLEM INC. 1 INTERNATIONAL DRIVE RYE BROOK, NY 10573	Senior Vice President

Signatures

/s/ Kimberly Rehm, by power of attorney for David R. Flinton

02/26/2019

**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 the withholding of shares of common stock to pay the tax liability incident to the vesting of restricted stock units granted on February 24, 2016 under the Xylem 2011 Omnibus Incentive Plan.
- (2) Reflects acquisition of 5,254 shares of common stock upon vesting of performance based restricted stock units granted on February 24, 2016 upon achievement of performance criteria related to ROIC

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- (3) Reflects the withholding of shares of common stock to pay the tax liability incident to the vesting of performance stock units granted on February 24, 2016 under the Xylem 2011 Omnibus Incentive Plan.
- (4) Reflects acquisition of 5,254 shares of common stock upon vesting of performance based restricted stock units granted on February 24, 2016 upon achievement of performance criteria related to Total Shareholder Return
- (5) As of February 20, 2019

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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