

Wolpert Robert E Jr.
Form 4
November 03, 2011

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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2005
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Wolpert Robert E Jr.

(Last) (First) (Middle)

1133 WESTCHESTER
AVENUE, C/O XYLEM INC.

(Street)

WHITE PLAINS, NY 10604

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
11/01/2011

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 ____ Other (specify
below) below)

SVP & President, Flow Control

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	11/01/2011		A		3,516	A	\$ 0 8,042

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
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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)

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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. D S (I	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 29.57	11/01/2011		A		3,243		<u>(1)</u>	03/06/2013	Common Stock	3,243
Employee Stock Option (Right to Buy)	\$ 32.56	11/01/2011		A		3,001		<u>(1)</u>	03/07/2014	Common Stock	3,001
Employee Stock Option (Right to Buy)	\$ 29.81	11/01/2011		A		3,286		<u>(1)</u>	03/10/2015	Common Stock	3,286
Employee Stock Option (Right to Buy)	\$ 18.63	11/01/2011		A		6,127		<u>(2)</u>	03/05/2016	Common Stock	6,127
Employee Stock Option (Right to Buy)	\$ 30.03	11/01/2011		A		7,418		<u>(3)</u>	03/05/2020	Common Stock	7,418
Employee Stock Option (Right to Buy)	\$ 32.38	11/01/2011		A		7,222		<u>(4)</u>	03/03/2021	Common Stock	7,222

Reporting Owners

Reporting Owner Name / Address	Relationships
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Director 10% Owner Officer

Other

Wolpert Robert E Jr.
1133 WESTCHESTER AVENUE
C/O XYLEM INC.
WHITE PLAINS, NY 10604

SVP & President, Flow Control

Signatures

/s/ Rina E. Teran, Assistant Corporate Secretary of Xylem Inc., by power of attorney for
Robert E. Wolpert, Jr.

11/03/2011

__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) These options are fully vested and exercisable.
- (2) 4,086 options are vested and exercisable and the remainder will vest on March 5, 2012.
- (3) 2,474 options are vested and exercisable and the remainder will vest in two equal annual installments beginning on March 5, 2012.
- (4) These options vest in three equal annual installments beginning on March 3, 2012.

Remarks:

Securities reported herein as having been acquired were equity awards formerly granted by ITT Corporation converted into eq

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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