

Xylem Inc.
Form 4
February 08, 2012

FORM 4

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

OMB APPROVAL

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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 *
HAMRE JOHN J

(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
 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 Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock	02/06/2012		M	A	\$ 25.5271	25,964	D
Common Stock	02/06/2012		M	A	\$ 19.3965	29,524	D

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

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SEC 1474 (9-02)

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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)	Amount or Number of Shares
Phantom Stock	<u>(1)</u>	11/01/2011		J ⁽²⁾	1,839.5 ⁽²⁾	<u>(3)</u> <u>(3)</u>	Common Stock	1,839
Phantom Stock	<u>(1)</u>	01/03/2012		J ⁽⁴⁾	7.405	<u>(3)</u> <u>(3)</u>	Common Stock	7.40
Phantom Stock	<u>(1)</u>	01/03/2012		A ⁽⁴⁾	7.405	<u>(3)</u> <u>(3)</u>	Common Stock	7.40
Stock Option (Right to Buy)	\$ 25.5271	02/06/2012		M	2,140	<u>(5)</u> 03/08/2012	Common Stock	2,140
Stock Option (Right to Buy)	\$ 19.3965	02/06/2012		M	3,560	<u>(5)</u> 05/07/2012	Common Stock	3,560

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HAMRE JOHN J 1133 WESTCHESTER AVENUE C/O XYLEM INC. WHITE PLAINS, NY 10604			X	

Signatures

/s/ Rina E. Teran, Assistant Corporate Secretary of Xylem Inc., by power of attorney for John J. Hamre 02/08/2012

**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) Each share of phantom stock represents the right to receive the cash value of one share of Xylem Inc. common stock.
- (2)

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These shares of phantom stock were equity awards formerly granted by ITT Corporation and were converted by ITT Corporation into phantom stock of Xylem Inc. in connection with the spin-off of Xylem Inc. from ITT Corporation.

- (3) Credited shares of phantom stock are payable in cash following the director's termination of service on the board of directors or a date selected by the director.
- (4) Represents dividend equivalent rights accrued on phantom stock which vest on the same terms as the phantom stock to which they relate.
- (5) 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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