

Sabol Colin R
 Form 4
 February 26, 2019

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 *
 Sabol Colin 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)
 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
 Officer (give title below) ___ Other (specify below)

Senior Vice President

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V Amount (A) or (D) Price | | | |
| Common Stock | 02/24/2019 | | F | 746 ⁽¹⁾ D \$ 75.26 | 28,589 | D | |
| Common Stock | 02/24/2019 | | A | 8,757 ⁽²⁾ A \$ 75.26 | 37,346 | D | |
| Common Stock | 02/24/2019 | | F | 3,575 ⁽³⁾ D \$ 75.26 | 33,771 | D | |
| Common Stock | 02/24/2019 | | A | 8,757 ⁽⁴⁾ A \$ 75.26 | 42,528 | D | |
| Common Stock | 02/24/2019 | | F | 3,915 ⁽³⁾ D \$ 75.26 | 38,613 | D | |

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Reflects acquisition of 8,757 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 Shareowner Return

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