

Wolpert Robert E Jr.
 Form 4
 November 03, 2011

FORM 4

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

OMB APPROVAL

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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

(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
 Officer (give title below) _____ Other (specify below)
 SVP & President, Flow Control

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	11/01/2011		A	3,516 A \$ 0	8,042	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)

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. 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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