

Stellato Paul A
Form 3
August 18, 2017

FORM 3

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

OMB APPROVAL

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**INITIAL STATEMENT OF 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 *

Stellato Paul A

(Last) (First) (Middle)

C/O XYLEM INC., 1
INTERNATIONAL DRIVE

(Street)

RYE BROOK, NY 10573

(City) (State) (Zip)

2. Date of Event Requiring
Statement

(Month/Day/Year)

08/16/2017

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

4. Relationship of Reporting
Person(s) to Issuer

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

(Check all applicable)

____ Director ____ 10% Owner
__X__ Officer ____ Other
(give title below) (specify below)
Chief Accounting Officer

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 Beneficially Owned

1. Title of Security
(Instr. 4)

2. Amount of Securities
Beneficially Owned
(Instr. 4)

3. Ownership
Form:
Direct (D)
or Indirect
(I)
(Instr. 5)

4. Nature of Indirect Beneficial
Ownership
(Instr. 5)

Common Stock

11,472 ⁽¹⁾

D

À

Common Stock

428.511

I

by 401(k)

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

SEC 1473 (7-02)

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information contained in this form are not
required to respond unless the form displays a
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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security
(Instr. 4)

2. Date Exercisable and
Expiration Date
(Month/Day/Year)

3. Title and Amount of
Securities Underlying
Derivative Security
(Instr. 4)

4. Conversion
or Exercise
Price of

5. Ownership
Form of
Derivative

6. Nature of Indirect
Beneficial Ownership
(Instr. 5)

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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Derivative Security	Security: Direct (D) or Indirect (I) (Instr. 5)	
Employee Stock Option (Right to Buy)	Â (2)	02/21/2027	common stock	2,817	\$ 48.33	D	Â
Employee Stock Option (Right to Buy)	Â (3)	02/24/2026	common stock	3,326	\$ 37.47	D	Â
Employee Stock Option (Right to Buy)	Â (4)	02/24/2025	common stock	7,913	\$ 35.96	D	Â
Employee Stock Option (Right to Buy)	Â (5)	02/25/2024	common stock	7,007	\$ 38.76	D	Â
Employee Stock Option (Right to Buy)	Â (5)	03/01/2023	common stock	9,615	\$ 27.49	D	Â
Employee Stock Option (Right to Buy)	Â (5)	03/02/2022	common stock	8,398	\$ 26.6	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Stellato Paul A C/O XYLEM INC. 1 INTERNATIONAL DRIVE RYE BROOK, NY 10573	Â	Â	Â Chief Accounting Officer	Â

Signatures

/s/: Juliene Patton, by power of attorney for Paul A.
Stellato

08/18/2017

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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).

- Includes 7,775 shares of common stock of Xylem Inc., and 3697 restricted stock units scheduled to vest as follows: 207 on February 21, 2018, 2471 on February 24, 2018, 207 on February 21, 2019, 605 on February 24, 2019 and 207 on February 21, 2020. Each restricted stock unit represents the right to receive one share of common stock upon vesting.
- (1) 2018, 2471 on February 24, 2018, 207 on February 21, 2019, 605 on February 24, 2019 and 207 on February 21, 2020. Each restricted stock unit represents the right to receive one share of common stock upon vesting.
 - (2) These options will vest in three equal parts on February 21, 2018, February 21, 2019 and February 21, 2020.
 - (3) 1,109 options are fully vested and exercisable and 1,109 are scheduled to vest on February 24, 2018 and 1,108 are scheduled to vest on February 24, 2019.
 - (4) 5,276 options are fully vested and exercisable and 2,637 are scheduled to vest on February 24, 2018.
 - (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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