

RAJKOWSKI E MARK
Form 4
February 26, 2019

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 *
RAJKOWSKI E MARK

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
1 INTERNATIONAL DRIVE, C/O XYLEM INC.

3. Date of Earliest Transaction (Month/Day/Year)
02/24/2019

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
SVP, CFO

(Street)
RYE BROOK, NY 10573

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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	02/24/2019		F	1,505 (1) D \$ 75.26	21,907	D	
Common Stock	02/24/2019		A	15,803 (2) A \$ 75.26	37,710	D	
Common Stock	02/24/2019		F	6,380 (3) D \$ 75.26	31,330	D	
Common Stock	02/24/2019		A	15,803 (4) A \$ 75.26	47,133	D	
Common Stock	02/24/2019		F	7,739 (3) D \$ 75.26	39,394	D	

Common Stock 497.23 I by 401(k) (5)

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

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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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned (Instr. 5)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
RAJKOWSKI E MARK 1 INTERNATIONAL DRIVE C/O XYLEM INC. RYE BROOK, NY 10573			SVP, CFO	

Signatures

/s/ Kimberly Rehm, by power of attorney for E. Mark Rajkowski 02/26/2019

**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) Reflects the withholding of shares of common stock to pay the tax liability incident to the vesting of restricted stock units granted on May 5, 2016 under the Xylem 2011 Omnibus Incentive Plan.
- (2) Reflects acquisition of 15,803 shares of common stock upon vesting of performance based restricted stock units granted on February 24, 2016 upon achievement of performance criteria related to ROIC

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- (3) Reflects the withholding of shares of common stock to pay the tax liability incident to the vesting of performance stock units granted on May 5, 2016 under the Xylem 2011 Omnibus Incentive Plan
- (4) Reflects acquisition of 15,803 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
- (5) As of February 20, 2019

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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