

Tarapore Kairus  
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 \*  
Tarapore Kairus

(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  
\_\_X\_\_ Officer (give title below) \_\_\_ Other (specify below)

SVP & CHRO

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 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	651 <sup>(1)</sup> D \$ 75.26	12,568	D	
Common Stock	02/24/2019		A	6,423 <sup>(2)</sup> A \$ 75.26	18,991	D	
Common Stock	02/24/2019		F	2,440 <sup>(3)</sup> D \$ 75.26	16,551	D	
Common Stock	02/24/2019		A	6,423 <sup>(4)</sup> A \$ 75.26	22,974	D	
Common Stock	02/24/2019		F	2,641 <sup>(3)</sup> D \$ 75.26	20,333	D	

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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)

Table with 10 columns: 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), 10. Reporting Person's Title and Number of Shares.

Reporting Owners

Table with 2 columns: Reporting Owner Name / Address, Relationships (Director, 10% Owner, Officer, Other). Entry: Tarapore Kairus, 1 INTERNATIONAL DRIVE, C/O XYLEM INC., RYE BROOK, NY 10573, SVP & CHRO.

Signatures

/s/ Kimberly Rehm, by power of attorney for Kairus Tarapore 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 February 24, 2016 under the Xylem 2011 Omnibus Incentive Plan.
(2) Reflects acquisition of 6,423 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
(3) Reflects the withholding of shares of common stock to pay the tax liability incident to the vesting of performance stock units granted on February 24, 2016 under the Xylem 2011 Omnibus Incentive Plan
(4)

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Reflects acquisition of 6,423 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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