

Sabol Colin R  
 Form 4  
 September 19, 2018

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
 Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287  
 Expires: January 31, 2005  
 Estimated average burden hours per response... 0.5

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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)  
 09/17/2018

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	09/17/2018			M	7,017 A \$ 38.76	41,988	D
Common Stock	09/17/2018			S	7,017 (1) D \$ 81.37 (2)	34,971	D
Common Stock	09/17/2018			M	4,000 A \$ 35.96	38,971	D
Common Stock	09/17/2018			S	4,000 (1) D \$ 81.37 (3)	34,971	D
	09/17/2018			S		31,327	D

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Common Stock				3,644 <u>(4)</u>	\$	81.37 <u>(5)</u>		
Common Stock	09/17/2018		S	2,500 <u>(4)</u>	D	81.37 <u>(6)</u>	28,827	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)

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 (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)	\$ 38.76	09/17/2018		M	7,017	<u>(7)</u> 02/25/2024	Common Stock	7,017
Employee Stock Option (Right to Buy)	\$ 35.96	09/17/2018		M	4,000	<u>(7)</u> 02/25/2025	Common Stock	4,000

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Sabol Colin R 1 INTERNATIONAL DRIVE C/O XYLEM INC. RYE BROOK, NY 10573			Senior Vice President	

## Signatures

/s/ Juliene Patton, by power of attorney for Colin R  
Sabol

09/19/2018

\_\_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) The exercise and sale were made pursuant to a 10b5-1 plan adopted by the reporting person on August 17, 2018.

(2) This price represents the weighted average price per share of common stock (each, a "Share") of Xylem Inc. (the "Issuer"), of sales that were executed at prices ranging from \$80.85 to \$81.63 per Share. The Reporting Person undertakes to provide, upon request by the Securities and Exchange Commission staff, the Issuer or a security holder of the Issuer, full information regarding the number of Shares sold at each price.

(3) This price represents the weighted average price per share of common stock (each, a "Share") of Xylem Inc. (the "Issuer"), of sales that were executed at prices ranging from \$80.87 to \$81.64 per Share. The Reporting Person undertakes to provide, upon request by the Securities and Exchange Commission staff, the Issuer or a security holder of the Issuer, full information regarding the number of Shares sold at each price.

(4) The sale was made pursuant to a 10b5-1 plan adopted by the reporting person on August 17, 2018

(5) This price represents the weighted average price per Share of the Issuer, of sales that were executed at prices ranging from \$80.84 to \$81.60 per Share. The Reporting Person undertakes to provide, upon request by the Securities and Exchange Commission staff, the Issuer or a security holder of the Issuer, full information regarding the number of Shares sold at each price

(6) This price represents the weighted average price per Share of the Issuer, of sales that were executed at prices ranging from \$80.91 to \$81.64 per Share. The Reporting Person undertakes to provide, upon request by the Securities and Exchange Commission staff, the Issuer or a security holder of the Issuer, full information regarding the number of Shares sold at each price

(7) 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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