

LORANGER STEVEN R
 Form 4
 November 03, 2011

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 *
LORANGER STEVEN R

(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)

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 Indirect Beneficial Ownership (Instr. 4)
				(A) or (D) Price			
Common Stock	11/01/2011		A	166,779	A \$ 0 232,042	D	
Common Stock					50,551	I	By Betsy Palmer Loranger Revocable Trust
Common Stock					311 ⁽¹⁾	I	By 401(k) plan

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

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(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 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)		
					V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Stock Option (Right to Buy)	\$ 25.53	11/01/2011		A		199,120		<u>(2)</u>	03/08/2012	Common Stock	199,120
Stock Option (Right to Buy)	\$ 29.57	11/01/2011		A		83,612		<u>(2)</u>	03/06/2013	Common Stock	83,612
Stock Option (Right to Buy)	\$ 32.56	11/01/2011		A		89,235		<u>(2)</u>	03/07/2014	Common Stock	89,235
Stock Option (Right to Buy)	\$ 23.31	11/01/2011		A		250,000		<u>(2)</u>	10/31/2012	Common Stock	250,000
Stock Option (Right to Buy)	\$ 29.81	11/01/2011		A		100,000		<u>(2)</u>	03/10/2015	Common Stock	100,000
Stock Option (Right to Buy)	\$ 18.63	11/01/2011		A		165,690		03/05/2012	03/05/2016	Common Stock	165,690
Stock Option (Right to Buy)	\$ 30.03	11/01/2011		A		132,265		03/05/2013	10/31/2018	Common Stock	132,265
Stock Option	\$ 32.38	11/01/2011		A		115,247		10/31/2013	10/31/2018	Common Stock	115,247

(Right to Buy)

Phantom Stock	(3)	11/01/2011	A	20	(4)	(4)	Common Stock	20
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LORANGER STEVEN R 1133 WESTCHESTER AVENUE C/O XYLEM INC. WHITE PLAINS, NY 10604	X			

Signatures

/s/ Rina E. Teran, Assistant Corporate Secretary of Xylem Inc., by power of attorney for Steven R. Loranger	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) As of November 1, 2011.
- (2) These options are fully vested and exercisable.
- (3) Each share of phantom stock represents the right to receive the cash value of 1 share of Xylem Inc. common stock.
- (4) Credited shares of phantom stock are payable in cash following the director's termination of service on the board of directors or a date selected by the director.

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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