McShane Geri-Michelle
Form 3
March 04, 2019

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 *
Â McShane Geri-Michelle
(Last) (First) (Middle)

C/O XYLEM INC.,Â 1 INTERNATIONAL DRIVE
(Street)

RYE BROOK,Â NYÂ 10573
(City) (State) (Zip)

2. Date of Event Requiring Statement (Month/Day/Year)
03/01/2019

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

4. Relationship of Reporting Person(s) to Issuer
(Check all applicable)
_____ Director _____ 10% Owner
__X__ Officer _____ Other
(give title below) (specify below)
Chief Accounting Officer

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

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	1,197 (1)	D	Â

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

SEC 1473 (7-02)

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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 Derivative Security	5. Ownership Form of Derivative Security: Direct (D)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
		Title			

	Date Exercisable	Expiration Date		Amount or Number of Shares		or Indirect (I) (Instr. 5)	
Employee Stock Option (Right to Buy)	Â (2)	02/21/2027	Common Stock	1,643	$ 48.33	D	Â
Employee Stock Option (Right to Buy)	Â (3)	02/21/2028	Common Stock	1,019	$ 75.18	D	Â
Employee Stock Option (Right to Buy)	Â (4)	02/20/2029	Common Stock	2,198	$ 74.07	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
McShane Geri-Michelle C/O XYLEM INC. 1 INTERNATIONAL DRIVE RYE BROOK,Â NYÂ 10573	Â	Â	Â Chief Accounting Officer	Â

Signatures

/s/: Kimberly Rehm, by power of attorney for Geri-Michelle McShane	03/04/2019
**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).
- **(1)** Includes 416 shares of common stock of Xylem Inc., and 781 restricted stock units scheduled to vest as follows: 198 on February 21, 2020, 169 on February 20, 2020, 77 on February 21, 2021 and 169 on February 20, 2021 and 168 on Feb 20, 2022. Each restricted stock unit represents the right to receive one share of common stock upon vesting
- **(2)** 548 options are fully vested and exercisable and 547 are scheduled to vest on February 21, 2020
- **(3)** 340 options are fully vested and exercisable. 340 options are scheduled to vest on February 21, 2020 and 339 options are scheduled to vest on February 21, 2021.
- **(4)** These options will vest in three equal parts on February 20, 2020, February 20, 2021 and February 20, 2022.

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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