

Xylem Inc.  
Form 4  
January 17, 2014

**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

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 \*  
**LORANGER STEVEN 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)  
**01/15/2014**

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)  
**Chief Executive Officer and Pr**

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)
			Code	V Amount (A) or (D) Price			
Common Stock	01/15/2014		M	89,235 (1) A \$ 32.5558	92,486	D	
Common Stock	01/15/2014		S	89,235 (1) D \$ 36.0772 (2)	3,251	D	
Common Stock					173,667 (3)	I	By Steven R. Loranger Revocable Trust
					50,551	I	

Common  
Stock

By Betsy  
Palmer  
Loranger  
Revocable  
Trust

Common  
Stock

600 I

By Donald  
Loranger  
Revocable  
Trust

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 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. Amount or Number of Shares
Stock Option (Right to Buy)	\$ 32.5558	01/15/2014		M	89,235	<sup>(4)</sup> 03/07/2014	Common Stock	89,235

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LORANGER STEVEN R 1 INTERNATIONAL DRIVE C/O XYLEM INC. RYE BROOK, NY 10573	X		Chief Executive Officer and Pr	

## Signatures

/s/ Hannah Skeete, Securities Counsel of Xylem Inc., by power of attorney for Steven R. Loranger

01/17/2014

\_\_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 was made under a 10b5-1 plan previously adopted by the reporting person.  
This price represents the approximate 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 36.00 to 36.2500 per Share. The Reporting Person undertakes to provide, upon request
- (2) 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) 30,201 shares previously reported as directly held, were transferred to the Steven R. Loranger Revocable Trust in a transaction exempt from reporting under Rule 16a-13.
- (4) These options are fully vested and exercisable.

### Remarks:

Please see attached POA

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.