

Xylem Inc.
Form 4
May 08, 2014

FORM 4

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Decker Patrick

(Last) (First) (Middle)

1 INTERNATIONAL DRIVE

(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)
05/06/2014

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)

President & CEO

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)
Common Stock	05/06/2014 ⁽¹⁾		A	Amount 40,342 ⁽²⁾	(A) or (D) Price \$ 0 85,342	D	

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

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information contained in this form are not
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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)**

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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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount Number Shares
Employee Stock Options	\$ 36.81	05/06/2014 ⁽³⁾		A	165,584	⁽⁴⁾ 02/25/2024	Common Stock 165,58

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Decker Patrick 1 INTERNATIONAL DRIVE RYE BROOK, NY 10573	X		President & CEO	

Signatures

/s/Hannah Skeete, Securities Counsel for Xylem Inc., by power of attorney for Patrick K. Decker 05/08/2014

__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).
- This grant of restricted stock units was approved by the Company's Leadership Development and Compensation Committee on March 17, 2014, subject to shareholder approval of the performance-based provisions of the Company's 2011 Omnibus Incentive Plan. Such shareholder approval was obtained on May 6, 2014.
- (1) 2014, subject to shareholder approval of the performance-based provisions of the Company's 2011 Omnibus Incentive Plan. Such shareholder approval was obtained on May 6, 2014.
- (2) Reflects an award of restricted stock units which are scheduled to vest on February 25, 2017.
- This option grant was approved by the Company's Leadership Development and Compensation Committee on March 17, 2014, subject to shareholder approval of the performance-based provisions of the Company's 2011 Omnibus Incentive Plan. Such shareholder approval was obtained on May 6, 2014.
- (3) These options are scheduled to vest in three equal annual installments beginning on February 25, 2015.
- (4) These options are scheduled to vest in three equal annual installments beginning on February 25, 2015.

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.