

Xylem Inc.  
Form 3  
October 05, 2015

# 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 * | 2. Date of Event Requiring Statement | 3. Issuer Name <b>and</b> Ticker or Trading Symbol         |
| Â Flinton David                           | (Month/Day/Year)                     | Xylem Inc. [XYL]   |
| (Last) (First) (Middle)                   | 10/01/2015                           |  |
|   |                                      | 4. Relationship of Reporting Person(s) to Issuer           |
| C/O XYLEM INC.,Â 1                        |                                      | 5. If Amendment, Date Original Filed(Month/Day/Year)       |
| INTERNATIONAL DRIVE                       |                                      |  |
| (Street)                                  |                                      | (Check all applicable)                                     |
|   |                                      | ____ Director ____ 10% Owner                               |
|   |                                      | __X__ Officer ____ Other                                   |
|   |                                      | (give title below) (specify below)                         |
| RYE BROOK,Â NYÂ 10573                     |                                      | Senior Vice President                                      |
| (City) (State) (Zip)                      |                                      | 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<br>(Instr. 4) | 2. Amount of Securities Beneficially Owned<br>(Instr. 4) | 3. Ownership Form:<br>Direct (D)<br>or Indirect (I)<br>(Instr. 5) | 4. Nature of Indirect Beneficial Ownership<br>(Instr. 5) |
|------------------------------------|--|---|--|
| Common Stock                       | 8,400 <sup>(1)</sup>                                     | D   | Â  |
| Common Stock                       | 953 <sup>(2)</sup>                                       | I   | by 401(k)  |

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<br>(Instr. 4) | 2. Date Exercisable and Expiration Date<br>(Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security<br>(Instr. 4) | 4. Conversion or Exercise Price of | 5. Ownership Form of Derivative | 6. Nature of Indirect Beneficial Ownership<br>(Instr. 5) |
|---|---|--|------------------------------------|---------------------------------|--|
|---|---|--|------------------------------------|---------------------------------|--|

## Edgar Filing: Xylem Inc. - Form 3

|   | Date<br>Exercisable | Expiration<br>Date | Title           | Amount or<br>Number of<br>Shares | Derivative<br>Security | Security:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 5) |   |
|---|---------------------|--------------------|-----------------|----------------------------------|------------------------|---|---|
| Employee Stock Option<br>(Right to Buy) | Â (3)               | 02/24/2025         | common<br>stock | 6,448                            | \$ 35.96               | D   | Â |
| Employee Stock Option<br>(Right to Buy) | Â (4)               | 02/25/2024         | common<br>stock | 5,255                            | \$ 38.76               | D   | Â |
| Employee Stock Option<br>(Right to Buy) | Â (5)               | 03/01/2023         | common<br>stock | 6,525                            | \$ 27.49               | D   | Â |
| Employee Stock Option<br>(Right to Buy) | Â (6)               | 10/07/2021         | common<br>stock | 3,325                            | \$ 24.6                | D   | Â |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                         |       |
|---|---------------|-----------|-------------------------|-------|
|   | Director      | 10% Owner | Officer                 | Other |
| Flinton David<br>C/O XYLEM INC.<br>1 INTERNATIONAL DRIVE<br>RYE BROOK, NY 10573 | Â             | Â         | Â Senior Vice President | Â     |

## Signatures

/s/: Juliene Patton, by power of attorney for David  
Flinton

10/05/2015

\_\_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).

- Includes 2,585 shares of common stock, and 5,815 restricted stock units scheduled to vest as follows: 1,204 on November 1, 2015; 1,728
- (1) on March 1, 2016; 1,354 on February 25, 2017 and 1,529 on February 24, 2018. Each restricted stock unit represents the right to receive one share of common stock upon vesting.
  - (2) As of September 30, 2015.
  - (3) These options will vest in three equal parts on February 24, 2016, February 24, 2017 and February 24, 2018.
  - (4) 1,752 options are fully vested and exercisable and 1,752 are scheduled to vest on February 25, 2016 and 1,751 are scheduled to vest on February 25, 2017.
  - (5) 4,350 options are fully vested and exercisable and 2,175 are scheduled to vest on March 1, 2016.
  - (6) 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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