

Stellato Paul A  
Form 3  
August 18, 2017

**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	
Stellato Paul A		(Month/Day/Year)	Xylem Inc. [XYL]	
(Last)	(First)	(Middle)	08/16/2017	
C/O XYLEM INC., 1 INTERNATIONAL DRIVE			4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
(Street)			(Check all applicable)	
RYE BROOK, NY 10573			<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner	6. Individual or Joint/Group Filing(Check Applicable Line)
(City)	(State)	(Zip)	<input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other	<input checked="" type="checkbox"/> Form filed by One Reporting Person
			(give title below) (specify below)	<input type="checkbox"/> Form filed by More than One Reporting Person
			Chief Accounting Officer	

**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	11,472 <sup>(1)</sup>	D	by 401(k)
Common Stock	428.511	I	by 401(k)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

**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	5. Ownership Form of Derivative	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Derivative Security	Security: Direct (D) or Indirect (I) (Instr. 5)	
Employee Stock Option (Right to Buy)	Â (2)	02/21/2027	common stock	2,817	\$ 48.33	D	Â
Employee Stock Option (Right to Buy)	Â (3)	02/24/2026	common stock	3,326	\$ 37.47	D	Â
Employee Stock Option (Right to Buy)	Â (4)	02/24/2025	common stock	7,913	\$ 35.96	D	Â
Employee Stock Option (Right to Buy)	Â (5)	02/25/2024	common stock	7,007	\$ 38.76	D	Â
Employee Stock Option (Right to Buy)	Â (5)	03/01/2023	common stock	9,615	\$ 27.49	D	Â
Employee Stock Option (Right to Buy)	Â (5)	03/02/2022	common stock	8,398	\$ 26.6	D	Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Stellato Paul A C/O XYLEM INC. 1 INTERNATIONAL DRIVE RYE BROOK, NY 10573	Â	Â	Â Chief Accounting Officer	Â

## Signatures

/s/: Juliene Patton, by power of attorney for Paul A. Stellato 08/18/2017

\_\_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 7,775 shares of common stock of Xylem Inc., and 3697 restricted stock units scheduled to vest as follows: 207 on February 21, 2018, 2471 on February 24, 2018, 207 on February 21, 2019, 605 on February 24, 2019 and 207 on February 21, 2020. Each restricted stock unit represents the right to receive one share of common stock upon vesting.
- (1) 2018, 2471 on February 24, 2018, 207 on February 21, 2019, 605 on February 24, 2019 and 207 on February 21, 2020. Each restricted stock unit represents the right to receive one share of common stock upon vesting.
- (2) These options will vest in three equal parts on February 21, 2018, February 21, 2019 and February 21, 2020.
- (3) 1,109 options are fully vested and exercisable and 1,109 are scheduled to vest on February 24, 2018 and 1,108 are scheduled to vest on February 24, 2019.
- (4) 5,276 options are fully vested and exercisable and 2,637 are scheduled to vest on February 24, 2018.
- (5) 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. 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.