

Kuchenbrod Michael
 Form 4
 March 05, 2013

FORM 4

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

OMB APPROVAL

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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 *
 Kuchenbrod Michael

(Last) (First) (Middle)

1133 WESTCHESTER AVENUE, C/O XYLEM INC.

(Street)

WHITE PLAINS, NY 10604

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
 03/05/2012

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)
 Senior Vice President

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 or (D) Price		
Common Stock	03/05/2012		M ⁽¹⁾		4,230 A 23,583	D	
Common Stock	03/05/2012		D ⁽¹⁾		4,230 D \$ 26.37 19,353	D	
Common Stock	03/01/2013		A		8,703 ⁽³⁾ A \$ 0 28,056	D	
Common Stock					6,084.4244 ⁽⁴⁾	I	by 401(k) Plan

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

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(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 Security (Instr. 3 and 4)	Amount or Number of Shares
				Code V (A) (D)		Date Exercisable Expiration Date	Title	
Restricted Stock Unit	(2)	03/05/2012		M ⁽¹⁾	4,230	(5) (5)	Common Stock	4,230
Employee Stock Option (Right to Buy)	\$ 27.49	03/01/2013		A	32,013	(6) 03/01/2023	Common Stock	32,013

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Kuchenbrod Michael 1133 WESTCHESTER AVENUE C/O XYLEM INC. WHITE PLAINS, NY 10604			Senior Vice President	

Signatures

/s/ Rina E. Teran, Assistant Corporate Secretary of Xylem Inc., by power of attorney for Michael Kuchenbrod

03/05/2013

__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).

- Reflects the cash-settlement of restricted stock units granted on March 5, 2009 under the ITT Corp 2003 Equity Incentive Plan. Equity awards previously granted by ITT Corporation were converted into restricted stock units of Xylem Inc. in connection with the spin-off of Xylem Inc. from ITT Corporation on October 31, 2011.
- (1) awards previously granted by ITT Corporation were converted into restricted stock units of Xylem Inc. in connection with the spin-off of Xylem Inc. from ITT Corporation on October 31, 2011.
 - (2) Each restricted stock unit ("RSU") represents the right to receive the cash value of one share of Xylem Inc. common stock.
 - (3) Reflects an award of restricted stock units which are scheduled to vest on March 1, 2016.

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- (4) As of December 31, 2012.
- (5) 4,230 RSUs vested on March 5, 2012 and 3,959 vested on March 5, 2013.
- (6) These options vest in three equal annual installments beginning on March 1, 2014.

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.