

Xylem Inc.

Form 3

October 05, 2015

FORM 3**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

OMB
Number: 3235-0104Expires: January 31,
2005Estimated average
burden hours per
response... 0.5**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 *

Â Flinton David

(Last)

(First)

(Middle)

2. Date of Event Requiring
Statement

(Month/Day/Year)

10/01/2015

3. Issuer Name **and** Ticker or Trading Symbol
Xylem Inc. [XYL]4. Relationship of Reporting
Person(s) to Issuer5. If Amendment, Date Original
Filed(Month/Day/Year)C/O XYLEM INC.,Â 1
INTERNATIONAL DRIVE

(Street)

(Check all applicable)

☐ Director ☐ 10% Owner
☒ Officer ☐ Other
(give title below) (specify below)
Senior Vice President6. Individual or Joint/Group
Filing(Check Applicable Line)
☒ Form filed by One Reporting
Person
☐ Form filed by More than One
Reporting Person

RYE BROOK,Â NYÂ 10573

(City)

(State)

(Zip)

Table I - Non-Derivative Securities Beneficially Owned1. 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

8,400 ⁽¹⁾

D

Â

Common Stock

953 ⁽²⁾

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 of5. Ownership
Form of
Derivative6. 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 (3)	02/24/2025	common stock	6,448	\$ 35.96	D	Â
Employee Stock Option (Right to Buy)	Â (4)	02/25/2024	common stock	5,255	\$ 38.76	D	Â
Employee Stock Option (Right to Buy)	Â (5)	03/01/2023	common stock	6,525	\$ 27.49	D	Â
Employee Stock Option (Right to Buy)	Â (6)	10/07/2021	common stock	3,325	\$ 24.6	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Flinton David C/O XYLEM INC. 1 INTERNATIONAL DRIVE 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 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.
 - (1) As of September 30, 2015.
 - (2) These options will vest in three equal parts on February 24, 2016, February 24, 2017 and February 24, 2018.
 - (3) 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.
 - (4) 4,350 options are fully vested and exercisable and 2,175 are scheduled to vest on March 1, 2016.
 - (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.