

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 \*

Stellato Paul A

(Last)

(First)

(Middle)

2. Date of Event Requiring  
Statement

(Month/Day/Year)

08/16/2017

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

4. Relationship of Reporting  
Person(s) to Issuer

5. If Amendment, Date Original  
Filed(Month/Day/Year)

(Check all applicable)

\_\_\_\_ Director      \_\_\_\_ 10% Owner  
\_\_X\_\_ Officer      \_\_\_\_ Other  
(give title below) (specify below)  
Chief Accounting Officer

6. Individual or Joint/Group  
Filing(Check Applicable Line)  
\_\_X\_\_ Form filed by One Reporting  
Person  
\_\_\_\_ Form filed by More than One  
Reporting Person

C/O XYLEM INC., 1  
INTERNATIONAL DRIVE

(Street)

RYE BROOK, NY 10573

(City)

(State)

(Zip)

**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

A

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)

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information contained in this form are not  
required to respond unless the form displays a  
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**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)

## Edgar Filing: Stellato Paul A - 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 (2)               | 02/21/2027         | common<br>stock | 2,817                            | \$ 48.33               | D   | Â |
| Employee Stock Option<br>(Right to Buy) | Â (3)               | 02/24/2026         | common<br>stock | 3,326                            | \$ 37.47               | D   | Â |
| Employee Stock Option<br>(Right to Buy) | Â (4)               | 02/24/2025         | common<br>stock | 7,913                            | \$ 35.96               | D   | Â |
| Employee Stock Option<br>(Right to Buy) | Â (5)               | 02/25/2024         | common<br>stock | 7,007                            | \$ 38.76               | D   | Â |
| Employee Stock Option<br>(Right to Buy) | Â (5)               | 03/01/2023         | common<br>stock | 9,615                            | \$ 27.49               | D   | Â |
| Employee Stock Option<br>(Right to Buy) | Â (5)               | 03/02/2022         | common<br>stock | 8,398                            | \$ 26.6                | D   | Â |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                            |       |
|---|---------------|-----------|----------------------------|-------|
|   | Director      | 10% Owner | Officer                    | Other |
| Stellato Paul A<br>C/O XYLEM INC.<br>1 INTERNATIONAL DRIVE<br>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.