Sabol Colin R Form 4/A February 13, 2012

# FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB APPROVAL** OMB 3235-0287

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Check this box

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

(Print or Type Responses)

1(b).

Sabol Colin R Issuer Symbol Xylem Inc. [XYL] (Check all applicable) (First) (Middle) (Last) 3. Date of Earliest Transaction (Month/Day/Year) Director 10% Owner X\_ Officer (give title Other (specify 1133 WESTCHESTER 11/01/2011 below)

2. Issuer Name and Ticker or Trading

AVENUE, C/O XYLEM INC.

(Street)

(State)

(Zip)

1. Name and Address of Reporting Person \*

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

11/03/2011

SVP & Chief Strategy Officer 6. Individual or Joint/Group Filing(Check Applicable Line)

5. Relationship of Reporting Person(s) to

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting Person

WHITE PLAINS, NY 10604

(City)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed 3. 4. Securities 5. Amount of 6. Ownership 7. Nature of Security (Month/Day/Year) Execution Date, if TransactionAcquired (A) or Securities Form: Direct Indirect (Instr. 3) Code Disposed of (D) Beneficially (D) or Beneficial (Instr. 3, 4 and 5) Indirect (I) Ownership (Month/Day/Year) (Instr. 8) Owned Following (Instr. 4) (Instr. 4) Reported (A) Transaction(s) (Instr. 3 and 4) Code V Amount (D) Price

7,760 Common 11/01/2011 A \$0  $16,314 \stackrel{(2)}{=} \stackrel{(3)}{=}$ D (1) Stock

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

#### Edgar Filing: Sabol Colin R - Form 4/A

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exer	cisable and	7. Titl	e and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	TransactionNumber		Expiration D	ate	Amou	nt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	Secur
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative Securities			Securities (Instr. 3 and 4)	(Instr. 5)	Bene	
	Derivative								3 and 4)		Own
	Security				Acquired	Acquired (A) or					Follo
					(A) or						Repo
					Disposed						Trans
		of (D)							(Instr		
					(Instr. 3,						
					4, and 5)						
									Amount		
								or			
						Date Exercisable	Expiration Date	Title	Number		
									of		
				Code V	(A) (D)				Shares		

## **Reporting Owners**

Relationships Reporting Owner Name / Address

> Director 10% Owner Officer Other

Sabol Colin R 1133 WESTCHESTER AVENUE C/O XYLEM INC. WHITE PLAINS, NY 10604

SVP & Chief Strategy Officer

#### **Signatures**

/s/ Rina E. Teran, Assistant Corporate Secretary of Xylem Inc., by power of attorney for Colin R. Sabol

02/13/2012

\*\*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).
- Securities reported herein as having been acquired were equity awards formerly granted by ITT Corporation converted into equity awards of Xylem Inc. in connection with the spin-off of Xylem Inc. from ITT Corporation.
- The total amount of securities beneficially owned following the reported transactions includes securities that were received in connection (2) with the spin-off of Xylem Inc. from ITT Corporation in a transaction that was exempt from reporting under Rule 16a-9 under the Securities Exchange Act of 1934.
- The purpose of this amendment is to correct the "Amount of Securities Beneficially Owned Following Reported Transactions." The (3) "Amount of Securities Beneficially Owned Following Reported Transactions" was mistakenly reported as "14814" in the original Form 4. The "Amount of Securities Acquired" reported in the original Form 4 was correct.

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.

Reporting Owners 2