

CIT GROUP INC
Form 4
July 21, 2008

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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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 *
PEEK JEFFREY M

(Last) (First) (Middle)

C/O CIT GROUP INC., 505 FIFTH AVENUE

(Street)

NEW YORK, NY 10017

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
CIT GROUP INC [CIT]

3. Date of Earliest Transaction (Month/Day/Year)
02/18/2007

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)
Chairman and CEO

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) | Code V Amount (D) Price | | |

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

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SEC 1474
(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 | 2. Conversion or Exercise | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any | 4. Transaction Code | 5. Number of Derivative Securities Acquired (A) or | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) |
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|--|--|---|
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|--|--|---|

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| (Instr. 3) | Price of Derivative Security | (Month/Day/Year) | (Instr. 8) Code | Disposed of (D) | | Date Exercisable | Expiration Date | Title | Amount Number Shares |
|-------------------------|------------------------------|------------------|------------------|-----------------|------------|------------------|-----------------|--------------|----------------------|
| | | | | (A) | (D) | | | | |
| Common Stock (deferred) | <u>(1)</u> | 02/18/2007 | A ⁽³⁾ | 261.6137 | <u>(4)</u> | <u>(2)</u> | <u>(2)</u> | Common Stock | 261.6137 |
| Common Stock (deferred) | <u>(1)</u> | 05/30/2007 | A ⁽³⁾ | 63.2657 | <u>(5)</u> | <u>(2)</u> | <u>(2)</u> | Common Stock | 63.2657 |
| Common Stock (deferred) | <u>(1)</u> | 08/30/2007 | A ⁽³⁾ | 103.2249 | <u>(5)</u> | <u>(2)</u> | <u>(2)</u> | Common Stock | 103.2249 |
| Common Stock (deferred) | <u>(1)</u> | 11/30/2007 | A ⁽³⁾ | 144.127 | <u>(5)</u> | <u>(2)</u> | <u>(2)</u> | Common Stock | 144.127 |
| Common Stock (deferred) | <u>(1)</u> | 01/18/2008 | A ⁽³⁾ | 1,291.8921 | <u>(4)</u> | <u>(2)</u> | <u>(2)</u> | Common Stock | 1,291.8921 |
| Common Stock (deferred) | <u>(1)</u> | 02/29/2008 | A ⁽³⁾ | 356.4144 | <u>(5)</u> | <u>(2)</u> | <u>(2)</u> | Common Stock | 356.4144 |
| Common Stock (deferred) | <u>(1)</u> | 03/06/2008 | A ⁽⁶⁾ | 13,080.7061 | <u>(5)</u> | <u>(2)</u> | <u>(2)</u> | Common Stock | 13,080.7061 |
| Common Stock (deferred) | <u>(1)</u> | 05/30/2008 | A ⁽³⁾ | 320.345 | <u>(5)</u> | <u>(2)</u> | <u>(2)</u> | Common Stock | 320.345 |
| Common Stock (deferred) | <u>(1)</u> | 05/30/2008 | A ⁽⁶⁾ | 950.807 | <u>(5)</u> | <u>(2)</u> | <u>(2)</u> | Common Stock | 950.807 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

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Director 10% Owner Officer Other

PEEK JEFFREY M
C/O CIT GROUP INC.
505 FIFTH AVENUE
NEW YORK, NY 10017

X

Chairman and CEO

Signatures

/s/ James P. Shanahan, attorney-in-fact for Mr.
Peek

07/21/2008

__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).
- (1) Each share of deferred common stock has the economic equivalent of one share of CIT common stock on the transaction date.
- (2) Pursuant to a proper election by the reporting person, shares of deferred common stock are issuable upon the earlier of the reporting person's death or termination of employment with CIT.
- (3) Shares acquired through reinvestment of cash dividends on vested deferred restricted stock units.
- (4) Each deferred share of common stock represents the right to receive one share of CIT common stock.
- (5) Each deferred share of common stock represents the right to receive one share of CIT common stock or the equivalent cash value thereof.
- (6) Shares acquired through reinvestment of cash dividends on vested deferred performance shares.

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.