

ARRINGTON RON G  
Form 3  
September 02, 2009

**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 *		2. Date of Event Requiring Statement	3. Issuer Name <b>and</b> Ticker or Trading Symbol	
ARRINGTON RON G		(Month/Day/Year)	CIT GROUP INC [CIT]	
(Last)	(First)	(Middle)	08/25/2009	
C/O CIT GROUP INC., 1 CIT DRIVE, #3251-9			4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
(Street)			(Check all applicable)	
LIVINGSTON, NJ 07039			<input type="checkbox"/> Director	<input type="checkbox"/> 10% Owner
(City)	(State)	(Zip)	<input checked="" type="checkbox"/> Officer	<input type="checkbox"/> Other
			(give title below)	(specify below)
			President, Vendor Finance	6. Individual or Joint/Group Filing(Check Applicable Line)
				<input checked="" type="checkbox"/> Form filed by One Reporting Person
				<input type="checkbox"/> Form filed by More than One Reporting Person

**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	41,571.5667 <sup>(6)</sup>	D	

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

SEC 1473 (7-02)

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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 Derivative Security	5. Ownership Form of Derivative Security: Direct (D)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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	Date Exercisable	Expiration Date	Amount or Number of Shares			or Indirect (I) (Instr. 5)	
Option (Right to Buy)	07/21/2007	07/21/2014	Common Stock 5,334	\$ 37.6		D	Â
Option (Right to Buy)	01/18/2008	01/18/2015	Common Stock 6,667	\$ 41.89		D	Â
Option (Right to Buy)	07/19/2008	07/19/2015	Common Stock 14,500	\$ 43.01		D	Â
Option (Right to Buy)	01/18/2009	01/18/2013	Common Stock 5,883	\$ 51.43		D	Â
Option (Right to Buy)	07/19/2009	07/19/2013	Common Stock 6,667	\$ 47.28		D	Â
Option (Right to Buy)	Â <u>(1)</u>	01/17/2014	Common Stock 5,556	\$ 56.54		D	Â
Option (Right to Buy)	Â <u>(2)</u>	07/18/2014	Common Stock 6,250	\$ 49.17		D	Â
Option (Right to Buy)	Â <u>(3)</u>	01/17/2015	Common Stock 11,429	\$ 21.15		D	Â
Option (Right to Buy)	Â <u>(4)</u>	07/17/2015	Common Stock 40,000	\$ 8.47		D	Â
Option (Right to Buy)	Â <u>(5)</u>	01/22/2016	Common Stock 13,056	\$ 2.29		D	Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ARRINGTON RON G C/O CIT GROUP INC. 1 CIT DRIVE, #3251-9 LIVINGSTON, NJ 07039	Â	Â	Â President, Vendor Finance	Â

## Signatures

/s/ James P. Shanahan, attorney-in-fact for Mr. Arrington 09/02/2009

\_\_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).

(1) Options granted on 1/17/2007 and vest in 1/3 increments on each anniversary of the grant date. Options shall be fully vested on 1/17/2010.

(2)

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Options granted on 7/18/2007 and vest in 1/3 increments on each anniversary of the grant date. Options shall be fully vested on 7/18/2010.

- (3) Options granted on 1/17/2008 and vest in 1/3 increments on each anniversary of the grant date. Options shall be fully vested on 1/17/2011.
- (4) Options granted on 7/17/2008 and vest in 1/3 increments on each anniversary of the grant date. Options shall be fully vested on 7/17/2011.
- (5) Options granted on 1/22/2009 and vest in 1/3 increments on each anniversary of the grant date. Options shall be fully vested on 1/22/2012.
- (6) Total includes 19,200 restricted stock units which vest 100% on 12/31/2010 into shares of common stock on a one for one basis.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure.

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