

Edgar Filing: ITT INDUSTRIES INC - Form 4

ITT INDUSTRIES INC

Form 4

November 30, 2001

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 WASHINGTON, D.C. 20549
 FORM 4

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

() Check this box if no longer subject to Section 16.

Form 4 or Form 5 obligations may continue. See Instructions 1(b).

1. Name and Address of Reporting Person

Hamilton, Richard J. M.
 ITT Specialty Products
 10 Mountainview Road
 Upper Saddle River, NJ 07458

2. Issuer Name and Ticker or Trading Symbol

ITT Industries, Inc.
 ITT

3. IRS or Social Security Number of Reporting Person (Voluntary)

4. Statement for Month/Year

11/30/01

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

11/30/01

6. Relationship of Reporting Person(s) to Issuer (Check all applicable)

() Director () 10% Owner (X) Officer (give title below) () Other
 (specify below)

Vice President

7. Individual or Joint/Group Filing (Check Applicable Line)

(X) 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	2. Date	3. Transaction Code	4. Securities Acquired (A) or Disposed of (D)		Price	5. Amount of Securities Beneficially Owned at End of Month
			Amount	A/D		
Common Stock (1)	11/5/01	M	6,761	A	\$15.69	
Common Stock (1)	11/5/01	M	10,000	A	\$20.32	
Common Stock (1)	11/5/01	S	16,761	D	\$50.00	- 0 -
Common Stock (1)	11/9/01	M	4,600	A	\$20.32	
Common Stock (1)	11/9/01	S	4,600	D	\$49.75	- 0 -
Common Stock (1)	11/13/01	M	5,400	A	\$20.32	
Common Stock (1)	11/13/01	S	5,400	D	\$50.00	- 0 -

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Common Stock (1)		11/14/01	M		6,761		A	\$20.32		
Common Stock (1)		11/14/01	S		6,761		D	\$50.25	- 0 -	
Common Stock (ISP) (2)									17,342	

Table II -- Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Derivative Security	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date	4. Transaction Code	5. Number of Derivative Securities Acquired (A) or Disposed of (D)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities	8. Percentage of Total Shares Owned
Employee Stock Option (Right to Buy) (1)	\$15.69	11/5/01	M	6,761	10/11/97-10/13/04	Common Stock	6,761
Employee Stock Option (Right to Buy) (1)	\$20.32	11/5/01	M	10,000	5/9/98-5/11/05	Common Stock	10,000
Employee Stock Option (Right to Buy) (1)	\$20.32	11/9/01	M	4,600	5/9/98-5/11/05	Common Stock	4,600
Employee Stock Option (Right to Buy) (1)	\$20.32	11/13/01	M	5,400	5/9/98-5/11/05	Common Stock	5,400
Employee Stock Option (Right to Buy) (1)	\$20.32	11/14/01	M	6,761	5/9/98-5/11/05	Common Stock	6,761

Explanation of Responses:

(1) Options granted under Rule 16b-3 Plan.

(2) Shares held under the ITT Industries Investment and Savings Plan reflecting intra-plan transfers and accumulations through November 27, 2001.

SIGNATURE OF REPORTING PERSON

RICHARD J. M. HAMILTON

DATE

11/30/01