

Edgar Filing: ITT INDUSTRIES INC - Form 4

ITT INDUSTRIES INC

Form 4

March 26, 2002

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

Anderson, David J.
 ITT Industries, Inc.
 4 West Red Oak Lane
 White Plains, NY 10604

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

3/26/02

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

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

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

Senior Vice President and Chief Financial Officer

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. Transaction Date	3. Code	4. Securities Acquired (A) or Disposed of (D)		5. Amount of Securities Beneficially Owned at End of Month
			Amount	A/D Price	
Common Stock (RS) (1)					30,000
Common Stock (ISP) (2)					425
Common Stock					3,000
Common Stock	3/19/02	M	20,000	A \$33.56	
Common Stock	3/19/02	S	5,000	D \$62.70	
Common Stock	3/19/02	S	5,000	D \$62.80	
Common Stock	3/19/02	S	5,000	D \$62.83	
Common Stock	3/19/02	S	5,000	D \$62.90	- 0-

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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. Put or Call
Employee Stock Option (Right to Buy) (3)	\$33.56	3/19/02	M	20,000	D 4/30/12/15/09	Common Stock	20,000

Explanation of Responses:

(1) Restricted Stock awarded under the 1994 ITT Industries Incentive Stock Plan.

(2) Shares acquired under the ITT Industries Investment and Savings Plan reflecting accumulations through March 15, 2002.

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

SIGNATURE OF REPORTING PERSON

DAVID J. ANDERSON

DATE

3/26/02