

CIT GROUP INC  
Form 424B2  
February 16, 2006  
Rule 424(b)(2)

Registration Statement No. 333-131159

CUSIP 12560PEQ0

PRICING SUPPLEMENT NO. 3

Dated February 14, 2006 to

Prospectus, dated January 19, 2006 and  
Prospectus Supplement, dated January 20, 2006

**CIT GROUP INC.**

**MEDIUM-TERM FLOATING RATE NOTES, SERIES A**

**DUE NINE MONTHS OR MORE FROM DATE OF ISSUE**

Senior Note

Subordinated Note

**Principal Amount:** \$1,500,000,000.

**Proceeds to Corporation:** 99.904% or \$1,498,560,000.

**Agents Commission:** 0.096% or \$1,440,000.

**Issue Price:** 100% or \$1,500,000,000.

**Original Issue Date:** February 21, 2006.

**Maturity Date:** February 21, 2008, provided that if such day is not a Business Day, the required payment of principal and interest will be made on the following day which is a Business Day as if it were made on the date this payment was due, and no interest will accrue as a result of this delayed payment.

**Interest Rate Basis:** LIBOR Telerate.

**Index Maturity:** Three months.

**Spread:** +7 basis points (0.07%).

**Interest Rate Calculation:** LIBOR Telerate determined on the Interest Determination Date plus the Spread.

**Initial Interest Rate:** LIBOR Telerate determined two London Business Days prior to the Original Issue Date plus the Spread.

**Specified Currency:** U.S. Dollars (\$).

**Form:** Global Note.



## Edgar Filing: CIT GROUP INC - Form 424B2

Telerate Page 3750 means the display page designated as page 3750 on the Moneyline Telerate service (or such other page as may replace page 3750 on that service for the purpose of displaying London Interbank Offered Rates).

Business Day means any day, other than a Saturday or Sunday, that is neither a legal holiday nor a day on which banking institutions are authorized or required by law or regulation (including any executive order) to close in The City of New York, and a day that is also a London Business Day.

London Business Day means any day on which dealings in deposits in U.S. dollars are transacted in the London interbank market.  
JPMorgan Chase Bank, N.A.

**Trustee, Registrar,  
Authenticating Agent,  
Calculation Agent and Paying  
Agent:  
Agents:**

<u>Agent</u>	<u>Principal Amount</u>
Merrill Lynch, Pierce, Fenner & Smith Incorporated	\$600,000,000
J.P. Morgan Securities Inc.	200,000,000
Barclays Capital Inc.	179,000,000
Credit Suisse Securities (USA) LLC	175,000,000
Banc of America Securities LLC	150,000,000
HSBC Securities (USA) Inc.	146,000,000
The Williams Capital Group, L.P.	<u>50,000,000</u>
<b>Total</b>	<b>\$1,500,000,000</b>

**CUSIP:** 12560PEQ0