#### **ROSENFELD GERALD** Form 3 January 14, 2010 UNITED STATES SECURITIES AND EXCHANGE COMMISSION OMB APPROVAL FORM 3 Washington, D.C. 20549 OMB

### **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

#### 3235-0104 Number: January 31, Expires: 2005 Estimated average

0.5

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response...

(Print or Type Responses)

1. Name and Address of Reporting Person <u>*</u> ROSENFELD GERALD			<ul><li>2. Date of Event Requiring</li><li>Statement</li><li>(Month/Day/Year)</li></ul>	3. Issuer Name and Ticker or Trading Symbol CIT GROUP INC [CIT]				
(Last)	(First)	(Middle)	01/12/2010	4. Relationship of Reporting Person(s) to Issuer			5. If Amendment, Date Original Filed(Month/Day/Year)	
C/O CIT GROUP INC., 1 CIT DRIVE, #3251-9			(Check all applicable)			)		
(Street)				X_ Director10% Owner OfficerOther (give title below) (specify below)			6. Individual or Joint/Group Filing(Check Applicable Line) _X_Form filed by One Reporting Person	
LIVINGSTON, NJ 07039						Form filed by More than One Reporting Person		
(City)	(State)	(Zip)	Table I - N	Non-Derivat	ive Securiti	ies Be	neficially Owned	
1.Title of Sec (Instr. 4)	curity		2. Amount o Beneficially (Instr. 4)		3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nat Owne (Instr	1	
Common S	Stock		1,939 <u>(1)</u>		D	Â		
	eport on a separ y or indirectly.	ate line for ea	ch class of securities benefic	ially SI	EC 1473 (7-02	.)		
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#### Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

currently valid OMB control number.

1. Title of Derivative Security	2. Date Exercisable and	3. Title and Amount of	4.	5.	6. Nature of Indirect
(Instr. 4)	Expiration Date	Securities Underlying	Conversion	Ownership	Beneficial Ownership
	(Month/Day/Year)	Derivative Security	or Exercise	Form of	(Instr. 5)
		(Instr. 4)	Price of	Derivative	
		Title	Derivative	Security:	
			Security	Direct (D)	

### Edgar Filing: ROSENFELD GERALD - Form 3

	Date Exercisable	Expiration Date		Amount or Number of Shares		or Indirect (I) (Instr. 5)	
Option (Right to Buy)	(2)	01/12/2017	Common Stock	6,113 <u>(3)</u>	\$ 33.55	D	Â

## **Reporting Owners**

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
ROSENFELD GERALD C/O CIT GROUP INC. 1 CIT DRIVE, #3251-9 LIVINGSTON, NJ 07039	ÂX	Â	Â	Â			
Signatures							
/s/ James P. Shanahan, attorney-in-fact for Mr. 01/14/20 Rosenfeld							
**Signature of Reportin		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) Shares vest in three equal installments on each of the 1st, 2nd, and 3rd anniversaries of the grant date, commencing January 12, 2011.

(2) Options vest in three equal installments on each of the 1st, 2nd, and 3rd anniversaries of the grant date, commencing January 12, 2011.

(3) Includes prorated grant in connection with Mr. Rosenfeld's position as Chair of the Risk Management Committee.

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.