

CIT GROUP INC
Form 4
March 17, 2016

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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STATEMENT OF CHANGES IN 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 *
KNITTEL C JEFFREY

(Last) (First) (Middle)

C/O CIT GROUP, 11 WEST 42ND STREET

(Street)

NEW YORK, NY 10036

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
CIT GROUP INC [CIT]

3. Date of Earliest Transaction (Month/Day/Year)
03/15/2016

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

President, Transportation Fin.

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock	03/15/2016		A ⁽¹⁾		36,131.612	A	②
Common Stock	03/15/2016		A ⁽³⁾		10,928.32	A	④
Common Stock	03/15/2016		F ⁽⁵⁾		5,667	D	\$ 32.52
Common Stock	03/15/2016		A ⁽⁶⁾		8,280.66	A	④
Common Stock	03/15/2016		F ⁽⁵⁾		4,294	D	\$ 32.52
							163,173.5591
							174,101.8791
							168,434.8791
							176,715.5391
							172,421.5391

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- (5) Shares withheld to satisfy tax withholding obligations arising from settlement of performance share units.
- (6) Shares acquired upon certification of first installment of performance share units awarded for the 2015-2017 performance period.

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