

Edgar Filing: ITT INDUSTRIES INC - Form 4

ITT INDUSTRIES INC

Form 4

February 06, 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

Maffeo, Vincent A.

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

2/6/02

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 General Counsel

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. Transaction Code	4. Securities Acquired (A) or Disposed of (D)		5. Amount or Price	6. Date Exercisable and	7. Title and Amount of Underlying	8. P of
			Amount	Price				
Common Stock	12/31/01	A	V	3,731 (1)	\$50.50		12,167	
Common Stock (DRIP) (2)							2,862	
Common Stock (ISP) (3)							13,305	
Common Stock	1/11/02	M		3,800	\$25.38			
Common Stock	1/11/02	S		3,800	\$50.50		- 0 -	

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

1. Title of Derivative Security	2. Conversion	3. Transaction	4. Transaction	5. Number of Derivative Securities	6. Date Exercisable and	7. Title and Amount of Underlying	8. P of
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For Exercise	Price of Derivative Security	Date	Code	Amount	Acquired(A) or Disposed of(D)	Expiration Date (Month/Day/Year)	Securities Title and Number of Shares
Employee Stock Option (Right to Buy) (4)	\$25.38	1/11/02	M	3,800	D	9/15/97 - 3/14/06	Common Stock 3,800
Employee Stock Option (Right to Buy) (5)	\$50.65	1/2/02	A	25,000	A	(5) 1/4/12	Common Stock 25,000

Explanation of Responses:

(1) Shares granted under the ITT Industries 1997 Long-Term Incentive Plan.

(2) Shares acquired under the Direct Purchase, Sale & Dividend Reinvestment Plan reflecting accumulations through February 4, 2002.

(3) Shares acquired under the ITT Industries Investment and Savings Plan reflecting accumulations through January 31, 2002.

(4) Options granted under Rule 16b-3 plan.

(5) Options granted under 1994 ITT Industries Incentive Stock Plan exercisable the earlier of 1/2/11 or after the NYSE closing price has remained at least \$63.31 for 10 consecutive trading days.

SIGNATURE OF REPORTING PERSON

VINCENT A. MAFFEO

DATE

2/6/02