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ITT Corp

Form S-8 POS

December 17, 2015

As filed with the Securities and Exchange Commission on December 17, 2015

Registration No. 033-53771

Registration No. 033-06004

Registration No. 333-01109

Registration No. 333-04611

Registration No. 333-64161

Registration No. 333-84917

Registration No. 333-41806

Registration No. 333-41808

Registration No. 333-87814

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UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Post-Effective Amendment No. 2 to Form S-8 Registration Statement No. 033-53771

Post-Effective Amendment No. 8 to Form S-8 Registration Statement No. 033-06004

Post-Effective Amendment No. 1 to Form S-8 Registration Statement No. 333-01109

Post-Effective Amendment No. 1 to Form S-8 Registration Statement No. 333-04611

Post-Effective Amendment No. 1 to Form S-8 Registration Statement No. 333-64161

Post-Effective Amendment No. 1 to Form S-8 Registration Statement No. 333-84917

Post-Effective Amendment No. 1 to Form S-8 Registration Statement No. 333-41806

Post-Effective Amendment No. 1 to Form S-8 Registration Statement No. 333-41808

Post-Effective Amendment No. 1 to Form S-8 Registration Statement No. 333-87814

UNDER

THE SECURITIES ACT OF 1933

ITT CORPORATION

(Exact name of registrant as specified in its charter)

Indiana

(State or other jurisdiction of  
incorporation or organization)

3561

(Primary Standard Industrial  
Classification Code Number)

13-5158950

(I.R.S. Employer  
Identification Number)

1133 Westchester Avenue

White Plains, NY 10604

Telephone: (914) 641-2000

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

Stock Option Incentive Plan (1977)

ITT Industries 1986 Incentive Stock Plan

1994 ITT Industries Incentive Stock Plan

Substitute Stock Options

ITT Industries Investment and Savings Plan for Salaried Employees

ITT Automotive ESI Savings Plan for Hourly Employees

ITT Industries 1996 Restricted Stock Plan for Non-Employee Directors

2002 ITT Industries Stock Option Plan for Non-Employee Directors

(Full title of the plans)

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Mary Elizabeth Gustafsson  
Senior Vice President, General Counsel  
and Chief Compliance Officer  
ITT Corporation  
1133 Westchester Avenue  
White Plains, NY 10604  
(914) 641-2000

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Matthew C. Franker  
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One CityCenter  
850 Tenth Street, N.W.  
Washington, D.C. 20001  
(202) 662-6000

(Name, address, including zip code, and telephone number, including area code, of agent for service)

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer   
Non-accelerated filer  (Do not check if a smaller reporting company)

Accelerated filer   
Smaller reporting company

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## DEREGISTRATION OF SECURITIES

These Post-Effective Amendments relate to the following Registration Statements filed on Form S-8 (collectively, the “Registration Statements”):

Registration Statement No. 033-53771, originally filed by ITT Corporation (including its successors, the “Company”) with the U.S. Securities and Exchange Commission (the “SEC”) on May 24, 1994, which registered the offering of an aggregate of 7,000,000 shares of the Company’s common stock;

Registration Statement No. 033-06004, previously filed with the SEC, which registered the offering of an aggregate of 6,000,000 shares of the Company’s common stock;

Registration Statement No. 333-01109, originally filed by the Company with the SEC on February 21, 1996, which registered the offering of an aggregate of 14,000,000 shares of the Company’s common stock;

Registration Statement No. 333-04611, originally filed by the Company with the SEC on May 28, 1996, which registered the offering of an aggregate of 700,000 shares of the Company’s common stock;

Registration Statement No. 333-64161, originally filed by the Company with the SEC on September 24, 1998, which registered the offering of an aggregate of 7,500,000 shares of the Company’s common stock;

Registration Statement No. 333-84917, originally filed by the Company with the SEC on August 11, 1999, which registered the offering of an aggregate of 100,000 shares of the Company’s common stock;

Registration Statement No. 333-41806, originally filed by the Company with the SEC on July 20, 2000, which registered the offering of an aggregate of 6,500,000 shares of the Company’s common stock;

Registration Statement No. 333-41808, originally filed by the Company with the SEC on July 20, 2000, which registered the offering of an aggregate of 12,000,000 shares of the Company’s common stock; and

Registration No. 333-87814, originally filed by the Company with the SEC on May 8, 2002, which registered the offering of an aggregate of 150,000 shares of the Company’s common stock.

Due to the passage of time, the Company has terminated all offerings of its securities pursuant to the above-referenced Registration Statements. In accordance with undertakings made by the Company in each Registration Statement pursuant to Item 512(a)(3) of Regulation S-K to remove from registration by means of a post-effective amendment any securities which remain unsold at the termination of the offering, the Company hereby removes and withdraws from registration all securities of the Company pursuant to the Registration Statements that remain unsold as of the date hereof.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused these Post-Effective Amendments to the Registration Statements to be signed on its behalf by the undersigned, thereunto duly authorized in White Plains, New York, on December 17, 2015.

ITT Corporation

By: /s/ Thomas M. Scalera  
Thomas M. Scalera  
Senior Vice President and  
Chief Financial Officer

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Pursuant to the requirements of the Securities Act of 1933, these registration statements have been signed by the following persons in the capacities and on the dates indicated.

| Name   | Title  | Date              |
|--|--|-------------------|
| /s/ Denise L. Ramos<br>Denise L. Ramos<br>(Principal executive officer)        | Chief Executive Officer, President and<br>Director   | December 17, 2015 |
| /s/ Thomas M. Scalera<br>Thomas M. Scalera<br>(Principal financial officer)    | Senior Vice President and Chief Financial<br>Officer | December 17, 2015 |
| /s/ Steven C. Giuliano<br>Steven C. Giuliano<br>(Principal accounting officer) | Vice President and Chief Accounting<br>Officer       | December 17, 2015 |
| /s/ Orlando D. Ashford<br>Orlando D. Ashford                                   | Director   | December 17, 2015 |
| /s/ G. Peter D'Aloia<br>G. Peter D'Aloia                                       | Director   | December 17, 2015 |
| /s/ Geraud Darnis<br>Geraud Darnis   | Director   | December 17, 2015 |
| /s/ Donald DeFossett, Jr.<br>Donald DeFosset, Jr.                              | Director   | December 17, 2015 |
| /s/ Christina A. Gold<br>Christina A. Gold                                     | Director   | December 17, 2015 |
| /s/ Richard P. Lavin<br>Richard P. Lavin                                       | Director   | December 17, 2015 |
| /s/ Frank T. MacInnis<br>Frank T. MacInnis                                     | Director   | December 17, 2015 |
| /s/ Rebecca A. McDonald<br>Rebecca A. McDonald                                 | Director   | December 17, 2015 |
| /s/ Timothy H. Powers<br>Timothy H. Powers                                     | Director   | December 17, 2015 |