

MARSIELLO LAWRENCE A  
 Form 4  
 May 13, 2005

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
 Expires: January 31, 2005  
 Estimated average burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**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 \*  
 MARSIELLO LAWRENCE A

(Last) (First) (Middle)  
 1 CIT DRIVE  
 (Street)

LIVINGSTON, NJ 07039

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
 (Month/Day/Year)  
 05/12/2005

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)  
 Vice Chrmn, Chf Lending Off.

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 (A) or (D) Price			
Common Stock	05/12/2005		M	80,666 A \$ 21.05	170,733.1582	D	
Common Stock	05/12/2005		S(1)	1,500 D \$ 40.15	169,233.1582	D	
Common Stock	05/12/2005		S(1)	14,100 D \$ 40.1	155,133.1582	D	
Common Stock	05/12/2005		S(1)	300 D \$ 40.08	154,833.1582	D	
Common Stock	05/12/2005		S(1)	800 D \$ 40.07	154,033.1582	D	
	05/12/2005		S(1)	1,900 D	152,133.1582	D	

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Common Stock						\$ 40.06		
Common Stock	05/12/2005	S <sup>(1)</sup>	400	D		\$ 40.05	151,733.1582	D
Common Stock	05/12/2005	S <sup>(1)</sup>	900	D		\$ 40.04	150,833.1582	D
Common Stock	05/12/2005	S <sup>(1)</sup>	10,500	D		\$ 40.03	140,333.1582	D
Common Stock	05/12/2005	S <sup>(1)</sup>	400	D		\$ 40.02	139,933.1582	D
Common Stock	05/12/2005	S <sup>(1)</sup>	400	D		\$ 40.01	139,533.1582	D
Common Stock	05/12/2005	S <sup>(1)</sup>	32,466	D		\$ 40	107,067.1582	D
Common Stock	05/12/2005	S <sup>(1)</sup>	5,000	D		\$ 39.9	102,067.1582	D
Common Stock	05/12/2005	S <sup>(1)</sup>	4,000	D		\$ 39.85	98,067.1582	D
Common Stock	05/12/2005	S <sup>(1)</sup>	8,000	D		\$ 39.8	90,067.1582	D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474  
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Amount or Number of Shares
Option	\$ 21.05	05/12/2005		M	80,666	<sup>(2)</sup> 01/21/2013	Common Stock	80,666

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MARSIELLO LAWRENCE A 1 CIT DRIVE LIVINGSTON, NJ 07039			Vice Chrnm, Chf Lending Off.	

## Signatures

James P. Shanahan,  
Attorney-in-Fact

05/13/2005

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 4(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) Option exercise and sale of shares in accordance with a written plan established March 24, 2005 pursuant to the requirements of Rule 10b5-1 under the Securities Exchange Act of 1934, as amended.
- (2) Options vest on the anniversary of the grant date of 1/21/2003 in increments of 1/3 each year for a period of 3 years, commencing on 1/21/2004.

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.