

Scalera Thomas M
Form 3
November 04, 2011

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0104
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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

(Print or Type Responses)

| | | | | |
|---|---------|--------------------------------------|--|--|
| 1. Name and Address of Reporting Person * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Scalera Thomas M | | (Month/Day/Year) | ITT Corp [ITT] | |
| (Last) | (First) | (Middle) | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| | | 10/31/2011 | | |
| 1133 WESTCHESTER AVENUE | | | (Check all applicable) | |
| (Street) | | | <input type="checkbox"/> Director | <input type="checkbox"/> 10% Owner |
| | | | <input checked="" type="checkbox"/> Officer | <input type="checkbox"/> Other |
| WHITE PLAINS, NY 10604 | | | (give title below) | (specify below) |
| (City) | (State) | (Zip) | Senior VP and CFO | |
| | | | 6. Individual or Joint/Group Filing(Check Applicable Line) | |
| | | | <input checked="" type="checkbox"/> Form filed by One Reporting Person | |
| | | | <input type="checkbox"/> Form filed by More than One Reporting Person | |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|---|
| Common Stock | 3,378 | D | ^ |
| Common Stock | 151 ⁽¹⁾ | I | By 401(k) Plan |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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

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| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | Derivative Security | Security: Direct (D) or Indirect (I) (Instr. 5) | |
|--------------------------------------|------------------|-----------------|--------------|----------------------------|---------------------|---|---|
| Employee Stock Option (Right to Buy) | Â (2) | 03/06/2013 | Common Stock | 1,897 | \$ 52.68 | D | Â |
| Employee Stock Option (Right to Buy) | Â (3) | 03/07/2014 | Common Stock | 1,600 | \$ 57.99 | D | Â |
| Employee Stock Option (Right to Buy) | Â (4) | 03/10/2015 | Common Stock | 2,030 | \$ 53.09 | D | Â |
| Employee Stock Option (Right to Buy) | Â (5) | 03/05/2016 | Common Stock | 3,310 | \$ 33.19 | D | Â |
| Employee Stock Option (Right to Buy) | Â (6) | 03/05/2020 | Common Stock | 2,620 | \$ 53.49 | D | Â |
| Employee Stock Option (Right to Buy) | Â (7) | 03/03/2021 | Common Stock | 3,475 | \$ 57.68 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Scalera Thomas M 1133 WESTCHESTER AVENUE WHITE PLAINS, NY 10604 | Â | Â | Â Senior VP and CFO | Â |

Signatures

/s/ Burt M. Fealing, Secretary of ITT Corporation, by power of attorney for Thomas M. Scalera

11/04/2011

__Signature of Reporting Person

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) As of October 31, 2011.
 - (2) Options were awarded on March 6, 2006 under the ITT Corporation 2003 Equity Incentive Plan. These options are fully vested and exercisable.
 - (3) Options were awarded on March 7, 2007 under the ITT Corporation 2003 Equity Incentive Plan. These options are fully vested and exercisable.
 - (4) Options were awarded on March 10, 2008 under the ITT Corporation 2003 Equity Incentive Plan. These options are fully vested and exercisable.
 - (5) 3,310 options were awarded on March 5, 2009, 2,207 are vested and exercisable and the remainder will vest on the third anniversary of the date of grant. These options were awarded under the ITT Corporation 2003 Equity Incentive Plan.
 - (6) 2,620 options were awarded on March 5, 2009, 874 are vested and exercisable and the remainder will vest in one-third cumulative installments on the second and third anniversaries of the date of grant. These options were awarded under the ITT Corporation 2003 Equity Incentive Plan.

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- (7) Options were awarded on March 3, 2011 under the ITT Corporation 2003 Equity Incentive Plan. Options will become exercisable in one-third cumulative installments on the first, second, and third anniversaries of the date of grant.

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Remarks:

Share numbers listed do not reflect the one-for-two reverse stock split effective after market close o

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure.

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