

Edgar Filing: ITT INDUSTRIES INC - Form 4

ITT INDUSTRIES INC

Form 4

January 18, 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

1/18/02

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. Code	4. Securities Acquired (A) or Disposed of (D) Amount	A/ D	Price	5. Amount of Securities Beneficially Owned at End of Month
Common Stock						18,436
Common Stock (DRIP) (1)						12,862
Common Stock (ISP) (2)						13,300
Common Stock	1/7/02	M	40,000	A	\$25.38	
Common Stock	1/7/02	S	30,000	D	\$51.00	
Common Stock	1/7/02	S	10,000	D	\$51.10	- 0 -
Common Stock	1/9/02	M	1,200	A	\$25.38	
Common Stock	1/9/02	S	1,200	D	\$51.00	- 0 -

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

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1. Title of Derivative Security	2. Conversion or Exercise Price of Derivative Security	3. Transaction	4. Code	5. Number of Derivative Securities Acquired (A) or Disposed of (D)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities	8. Put or Call
Employee Stock Option (Right to Buy) (3)	\$25.38	1/7/02	M	40,000	D 9/15/97 3/14/06	Common Stock	40,000
Employee Stock Option (Right to Buy) (3)	\$25.38	1/9/02	M	1,200	D 9/15/97 3/14/06	Common Stock	1,200

## Explanation of Responses:

(1) Shares held under the Direct Purchase, Sale & Dividend Reinvestment Plan reflecting accumulations through January 17, 2002.

(2) Shares held under the ITT Industries Investment and Savings Plan reflecting accumulations through January 17, 2002.

SIGNATURE OF REPORTING PERSON

VINCENT A. MAFFEO

DATE

1/18/02