

ITT Corp
Form 4
March 08, 2016

FORM 4

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

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Savi Luca

(Last) (First) (Middle)

C/O ITT CORP. 1133
WESTCHESTER AVENUE

(Street)

WHITE PLAINS, NY 10604

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

ITT Corp [ITT]

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

03/05/2016

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
____X____ Officer (give title ____ Other (specify
below) below)

See Remarks

6. 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 (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 Ownership (Instr. 4)
Common Stock	03/05/2016		A	8,844	A 43,740	D	
Common Stock	03/08/2016		D	3,531 (2)	D \$ 37.21 40,209	D	
Common Stock	03/08/2016		F	4,169 (3)	D \$ 37.21 36,040	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)

number.

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. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repor Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Savi Luca
C/O ITT CORP. 1133 WESTCHESTER AVENUE
WHITE PLAINS, NY 10604

See Remarks

Signatures

/s/ Lori B. Marino, Secretary of ITT Corporation, by Power of Attorney for Luca
Savi

03/08/2016

__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) Acquired upon the settlement of performance units granted on March 5, 2013 under the ITT Corporation 2011 Omnibus Incentive Plan as a result of the satisfaction of the performance criteria underlying the award.

Reflects the cash settlement following vesting on March 5, 2016 of an equal number of restricted stock units granted under the ITT Corporation 2011 Omnibus Incentive Plan on March 5, 2013. Each restricted stock unit represented the right to receive on the vesting

- (2) date either one share of the Issuer's common stock or cash equal to the fair market value on the vesting date of one share of the Issuer's common stock. The cash settlement amount was determined on March 8, 2016 based on the average of the high/low price of the Issuer's common stock on March 7, 2016.

- (3) Reflects the withholding of shares of common stock to pay the tax liability incident to the settlement of performance units on March 5, 2016, as described in footnote (1) above. The number of shares withheld was determined on March 8, 2016 based on the average of the high/low price of the Issuer's common stock on March 7, 2016.

Remarks:

EVP & President, Motion Technologies

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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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