

ITT CORP  
Form FWP  
April 29, 2009

Final Term Sheet  
Filed Pursuant to Rule 433  
Registration Statement No. 333-158833  
April 28, 2009

ITT Corporation  
Pricing Term Sheet  
6.125% Notes due 2019

Issuer:	ITT Corporation
Principal Amount:	\$500,000,000
Security Type:	Senior Note
Maturity:	May 1, 2019
Coupon:	6.125%
Price to Public:	99.860%
Yield to Maturity:	6.144%
Spread to Benchmark Treasury:	312.5 basis points
Benchmark Treasury:	2.75% notes due February 15, 2019
Benchmark Treasury Spot and Yield:	97-23+ 3.019%
Interest Payment Dates:	May 1 and November 1, commencing November 1, 2009
Make-Whole Call:	Treasury Rate plus 50 basis points
Trade Date:	April 28, 2009
Settlement Date:	May 1, 2009 (T+3)
Denominations:	\$2,000 and integral multiples of \$1,000 in excess thereof
Ratings:	Moody's: Baa1 (stable outlook)  Standard & Poor's: BBB+ (stable outlook)  Fitch: A- (stable outlook)
CUSIP/ISIN:	450679BX2 / US450679BX23
Joint Book-Running Managers:	Citigroup Global Markets Inc. J.P. Morgan Securities Inc.
Joint Lead Managers:	Morgan Stanley & Co. Incorporated RBS Securities Inc.
Senior Co-Managers:	ING Financial Markets LLC Mitsubishi UFJ Securities (USA), Inc. SG Americas Securities, LLC UBS Securities LLC
Co-Managers:	Barclays Capital Inc. BNP Paribas Securities Corp.

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Goldman, Sachs & Co.  
Lazard Capital Markets LLC  
U.S. Bancorp Investments, Inc.  
Wells Fargo Securities, LLC

Note: Ratings are not a recommendation to purchase, hold or sell the notes, inasmuch as the ratings do not comment as to market price or suitability for a particular investor. The ratings are based on current information furnished to the rating agencies by the issuer and information obtained by the rating agencies from other sources. The ratings are only accurate as of the date hereof and may be changed, superseded or withdrawn as a result of changes in, or unavailability of, such information.

**The issuer has filed a registration statement (including a prospectus) with the SEC for the offering to which this communication relates. Before you invest, you should read the prospectus in that registration statement, the related preliminary prospectus supplement and other documents the issuer has filed with the SEC for more complete information about the issuer and this offering. You may get these documents for free by visiting EDGAR on the SEC Web site at [www.sec.gov](http://www.sec.gov). Alternatively, the issuer, any underwriter or any dealer participating in the offering will arrange to send you the prospectus and the related prospectus supplement if you request it by calling Citigroup Global Markets Inc. toll free at 1-877-858-5407 or J.P. Morgan Securities Inc. collect at 212-834-4533.**

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