

Edgar Filing: ITT INDUSTRIES INC - Form 4

ITT INDUSTRIES INC

Form 4

February 06, 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
 Williams, Edward W.
 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
 2/6/02
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 Corporate Controller
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. Transaction Code	4. Securities Acquired (A) or Disposed of (D) Amount	5. Amount of Securities Beneficially Owned at End of Month Price
Common Stock	12/31/01	A	V 2,488 (1)	A \$50.50 16,422
Common Stock (DRIP) (2)				85
Common Stock (ISP) (3)				16,353

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

1. Title of Derivative Security	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date	4. Transaction 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. Percentage of Total Shares Owned
						Title and Number of Shares	

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Priority	Date	Code	V	Amount	ble		
Employee Stock Option (Right to Buy) (4)	\$50.65	1/2/0	A	V 18,000	A	(4)	1/4/1 Common Stock 18,000
		2					2

Explanation of Responses:

- (1) Shares granted under the ITT Industries 1997 Long-Term Incentive Plan.
- (2) Shares acquired under the Direct Purchase, Sale & Dividend Reinvestment Plan reflecting accumulations through February 4, 2002.
- (3) Shares acquired under the ITT Investment and Savings Plan reflecting accumulations through January 31, 2002.
- (4) Options granted under the 1994 ITT Industries Incentive Stock Plan exercisable the earlier of January 2, 2011 or after the NYSE closing price has remained at least \$63.31 for 10 consecutive trading days.

SIGNATURE OF REPORTING PERSON
 EDWARD W. WILLIAMS
 DATE
 2/6/02