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ITT CORP
Form S-8 POS
May 15, 2008

As filed with the Securities and Exchange Commission on May 15, 2008

Registration No. 333-66293

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

POST-EFFECTIVE AMENDMENT NO. 1
TO
FORM S-8
REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

ITT CORPORATION

(Exact name of registrant as specified in its charter)

Indiana 13-5158950
(State or other jurisdiction of incorporation (I.R.S. Employer
or organization) Identification No.)

4 West Red Oak Lane White Plains, NY 10604
(Address of Principal Executive Offices) (Zip Code)

ITT Corporation 1997 Long-Term Incentive Plan

(Full title of the plan)

Kathleen S. Stolar, Esq.
Vice President, Secretary and Associate General Counsel
ITT Industries, Inc.
4 West Red Oak Lane
White Plains, NY 10604
(914) 641-2000

(Name, address, and telephone number, including area code, of agent for service)

Copies to:
Sheri E. Bloomberg, Esq
Dewey & LeBoeuf LLP
1301 Avenue of the Americas
New York, NY 10019
(212) 259-8000

DEREGISTRATION OF SECURITIES

Explanatory Statement

This Post Effective Amendment No. 1 to Registration on Form S-8, Registration No. 333-66293 (the "Registration Statement"), is being filed to deregister certain shares (the "Shares") of ITT Corporation (the "Registrant" or "ITT") that were registered for issuance pursuant to the ITT 1997 Long-Term Incentive Plan (the "Plan"). The Registration Statement registered 500,000 Shares issuable pursuant to the Plan to employees of ITT. The Registration Statement is hereby amended to deregister the remaining unissued shares under

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the Plan.

SIGNATURES

Pursuant to the requirements of the U.S. Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe it meets all of the requirements for filing this Post Effective Amendment No. 1 to the Registration Statement on Form S-8 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in White Plains, New York, on May 15, 2008.

ITT CORPORATION

By: /s/ Denise L. Ramos

Name: Denise L. Ramos
Title: Senior Vice President and Chief Financial Officer
(Principal Financial Officer)

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the dates indicated.

| Signature ----- | Title ----- | Date ---- |
|---|---|--------------|
| /s/ Steven R. Loranger ----- Steven R. Loranger (Principal Executive Officer) | Chairman, President and Chief Executive Officer and Director | May 15, 2008 |
| /s/ Janice M. Klettner ----- Janice M. Klettner (Principal Accounting Officer) | Vice President and Chief Accounting Officer | May 15, 2008 |
| /s/ Curtis J. Crawford ----- Curtis J. Crawford | Director | May 15, 2008 |
| /s/ Christina A. Gold ----- Christina A. Gold | Director | May 15, 2008 |
| /s/ Ralph F. Hake ----- Ralph F. Hake | Director | May 15, 2008 |
| /s/ John J. Hamre ----- John J. Hamre | Director | May 15, 2008 |

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|---|----------|--------------|
| /s/ Frank T. MacInnis ----- Frank T. MacInnis | Director | May 15, 2008 |
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| Signature ----- | Title ----- | Date ----- |
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| /s/ Surya N. Mohapatra ----- Surya N. Mohapatra | Director | May 15, 2008 |
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| /s/ Linda S. Sanford ----- Linda S. Sanford | Director | May 15, 2008 |
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| /s/ Markos I. Tambakeras ----- Markos I. Tambakeras | Director | May 15, 2008 |
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