

Edgar Filing: ITT INDUSTRIES INC - Form 4

ITT INDUSTRIES INC

Form 4

May 17, 2001

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

Araskog, Rand V.
125 Worth Avenue - Suite 300
Palm Beach, FL 33480

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

5/01

5. If Amendment, Date of Original (Month/Year)

6. Relationship of Reporting Person(s) to Issuer (Check all applicable)

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

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 (RS) (1)	5/15/01	A	1,093	\$45.71
Common Stock (DRIP) (2)				373
Common Stock				200,808

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	7. Title and Amount of Underlying Securities	8. Percentage of Total Shares Owned

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	Priority	Date	Code	V	Amount	ble				
None										

Explanation of Responses:

(1) Shares granted in lieu of annual retainer fee pursuant to the ITT Industries, Inc. 1996 Restricted Stock Plan for Non-Employee Directors.

(2) Shares held under the ITT Industries Direct Purchase, Sale & Dividend Reinvestment Plan reflecting accumulations through May 15, 2001.

SIGNATURE OF REPORTING PERSON

RAND V. ARASKOG

DATE

5/17/01