

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
 Kamber, Martin
 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
 5/01
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
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. Code	4. Securities Acquired (A) or Disposed of (D)		A/D	Price	5. Amount of Securities Beneficially Owned at End of Month
			Amount	Price			
Common Stock (RS) (1)							5,000
Common Stock (ISP) (2)							10,457
Common Stock (3)	5/16/01	M	8,194		A	\$15.72	
Common Stock (3)	5/16/01	M	14,986		A	\$15.69	
Common Stock (3)	5/16/01	M	22,479		A	\$20.32	
Common Stock	5/16/01	S	45,659		D	\$46.81	- 0 -

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Table II -- Derivative Securites 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. Put or Call
Employee Stock Option (Right to Buy) (3)	\$15.72	5/16/01	M	8,194	D 10/14/96 10/16/03	Common Stock	8,194
Employee Stock Option (Right to Buy) (3)	\$15.69	5/16/01	M	14,986	D (4) 10/13/96 10/13/04	Common Stock	14,986
Employee Stock Option (Right to Buy) (3)	\$20.32	5/16/01	M	22,479	D (5) 5/11/96 5/11/05	Common Stock	22,479

Explanation of Responses:

(1) Restricted Stock held under the 1994 ITT Industries Incentive Stock Plan.

(2) Shares held under the ITT Industries Investment and Savings Plan reflecting accumulations through May 15, 2001.

(3) Options granted under Rule 16b-3 Plan.

(4) Exercisable in part on 10/11/96 and in part on 10/11/97.

(5) Exercisable in part on 5/9/96, 5/9/97 and 5/9/98.

SIGNATURE OF REPORTING PERSON

MARTIN KAMBER

DATE

5/17/01