

Edgar Filing: ITT INDUSTRIES INC - Form 4

ITT INDUSTRIES INC

Form 4

March 26, 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

Martin, Thomas R.

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

3/26/02

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, Director - Corporate Relations

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)		Price	5. Amount of Securities Beneficially Owned at End of Month
			Amount	A/D		
Common Stock						14,716
Common Stock (ISP) (1)						924
Common Stock	3/15/02	M	8,000	A	\$23.25	
Common Stock	3/15/02	S	8,000	D	\$62.50	- 0 -

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

1. Title of Derivative Security	2. Conversion or Exercise Price of	3. Transaction	4. Derivative Securities Acquired (A) or Disposed of (D)	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 Ownership
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Derivative Security	Date	Code	V	Amount	Date	Expiration	Title and Number of Shares
Employee Stock Option (Right to Buy) (2)	\$23.25	3/15/02	M	8,000	9/10/99	9/12/06	Common Stock 8,000

Explanation of Responses:

(1) Shares acquired under the ITT Industries Investment and Savings Plan reflecting accumulations through March 25, 2002.

(2) Option granted under Rule 16 b-3 plan.

SIGNATURE OF REPORTING PERSON

THOMAS R. MARTIN

DATE

3/26/02