

Edgar Filing: ITT INDUSTRIES INC - Form 4

ITT INDUSTRIES INC

Form 4

February 26, 2003

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

Giuliano, Louis J.
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

1/2/03

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

1/6/03

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

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

Chairman, President and Chief Executive Officer

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) Amount	5. Amount of Securities Beneficially Owned at End of Month
Common Stock (IRA) (1)				724
Common Stock (ISP) (2)				7,038
Common Stock (3)	12/24/02	G	V 50	59,422

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. Derivative Acquired (A) or Disposed of (D)	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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	Quantity	Date	Code	Value	Amount	Category	Change	Balance	Instrument	Quantity
Employee Stock Option (Right to Buy) (4)	61.82	1/2/03	A		80,000	A	(4)	1/4/13	Common Stock	80,000

Explanation of Responses:

(1) Shares held in an IRA including shares subsequently acquired through a dividend reinvestment program as of Dec. 19, 2002. 500 shares acquired 2/29/00 and 200 shares acquired 3/3/2000.

(2) Shares acquired under the ITT Industries Investment and Savings Plan reflecting accumulations through December 2, 2002.

(3) Shares held in the Louis J. Giuliano Revocable Living Trust 5/19/97, Louis Giuliano and Barbara Giuliano Trustees, including shares acquired through a dividend reinvestment program as of

December 19, 2002 and 7,775 shares reported previously as held directly and subsequently transferred to the trust.

(4) Options granted under the 1994 ITT Industries Incentive Stock Plan exercisable the earlier of January 2, 2012 or after the NYSE closing price remains at a level equal to an increase of 25% from

the price on the date of grant for ten consecutive trading days.

SIGNATURE OF REPORTING PERSON

LOUIS J. GIULIANO

DATE

2/26/03