

CIT GROUP INC  
Form 424B3  
July 20, 2004

Filed Under Rule 424(b)(3), Registration Statement Nos. 333-98743 and 333-103966

Pricing Supplement No. 39 dated July 19, 2004

To Prospectus Dated May 09, 2003 and Prospectus Supplement Dated May 09, 2003

| CUSIP Number | Principal Amount | Price to Public | Gross Concession | Net Proceeds   | Coupon Type | Interest Rate | Interest Payment Frequency | Maturity Date | 1 <sup>st</sup> Interest Payment Date | 1 <sup>st</sup> Interest Payment Amount Per Thousand Dollars of Principal Amount |
|--------------|------------------|-----------------|------------------|----------------|-------------|---------------|----------------------------|---------------|---------------------------------------|--|
| 12557WHR5    | \$5,721,000.00   | 100.000%        | 0.400%           | \$5,698,116.00 | FIXED       | 2.875%        | SEMI-ANNUAL                | 07/15/2006    | 01/15/2005                            | \$13.82  |

Redemption Information: **Non-Callable**

Joint Lead Managers and Lead Agents: Banc of America Securities LLC, INCAPITAL, LLC Agents: Banc One Capital Markets, Inc., Charles Schwab & Co., Inc., Citigroup, Edward D. Jones & Co., L.P., Raymond James, RBC Capital Markets, UBS Financial Services Inc., Wachovia Securities, LLC

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|--------------|------------------|-----------------|------------------|----------------|-------------|---------------|----------------------------|---------------|---------------------------------------|--|
| 12557WHS3    | \$6,098,000.00   | 100.000%        | 0.750%           | \$6,052,265.00 | FIXED       | 3.800%        | SEMI-ANNUAL                | 07/15/2008    | 01/15/2005                            | \$18.26  |

Redemption Information: **Non-Callable**

Joint Lead Managers and Lead Agents: Banc of America Securities LLC, INCAPITAL, LLC Agents: Banc One Capital Markets, Inc., Charles Schwab & Co., Inc., Citigroup, Edward D. Jones & Co., L.P., Raymond James, RBC Capital Markets, UBS Financial Services Inc., Wachovia Securities, LLC

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| 12557WHT1    | \$10,536,000.00  | 100.000%        | 1.500%           | \$10,377,960.00 | FIXED       | 5.300%        | SEMI-ANNUAL                | 07/15/2014    | 01/15/2005                            | \$25.47  |

Redemption Information: **Callable at 100.000% on 07/15/2006 and every interest payment date thereafter.**

Joint Lead Managers and Lead Agents: Banc of America Securities LLC, INCAPITAL, LLC Agents: Banc One Capital Markets, Inc., Charles Schwab & Co., Inc., Citigroup, Edward D. Jones & Co., L.P., Raymond James, RBC Capital Markets, UBS Financial Services Inc., Wachovia Securities, LLC

The CIT InterNotes due 07/15/2014 will be subject to redemption at the option of CIT Group Inc., in whole or from time to time in part on the interest payment date occurring 07/15/2006 and on any interest payment date thereafter at a redemption price equal to 100% of the principal amount of the CIT InterNotes due

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07/15/2014 plus accrued interest thereon, if any, upon at least 30 days prior notice to the noteholder and the trustee, as described in the prospectus supplement.

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| <p>CIT Group Inc.</p> | <p>Trade Date: Monday, July 19, 2004 @ 12:00 PM ET<br/>                 Settle Date: Thursday, July 22, 2004<br/>                 Minimum Denomination/Increments: \$1,000.00/\$1,000.00<br/>                 Initial trades settle flat and clear SDFS: DTC Book Entry only<br/>                 DTC Number: 0443 via Pershing, LLC<br/>                 Trustee: J.P. Morgan Trust Company, National Association (as successor to Bank One Trust Company, N.A.)</p> <p>If the maturity date, date of earlier redemption or repayment or an interest payment date for any note is not a business day (as such term is defined in the prospectus supplement), principal, premium, if any, and interest for that note will be paid on the next business day, and no interest will accrue on the amount payable from, and after, the maturity date, date of earlier redemption or repayment or such interest payment date.</p> <p><i>InterNotes® is the service mark of INCAPITAL, LLC. All Rights Reserved.</i></p> | <p>CIT Group Inc.<br/>                 \$ 4,000,000,000<br/>                 CIT InterNotes</p> |
|                       |  |   |