

CIT GROUP INC  
Form 4  
May 07, 2007

**FORM 4**

UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
INGATO ROBERT J

(Last) (First) (Middle)

C/O CIT GROUP INC., 1 CIT DRIVE, #3209

(Street)

LIVINGSTON, NJ 07039

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
CIT GROUP INC [CIT]

3. Date of Earliest Transaction (Month/Day/Year)  
05/03/2007

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
Exec VP and General Counsel

6. Individual or Joint/Group Filing(Check Applicable Line)  
 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 (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  |                                | (A) or (D)  | Price   |  |                                   |
| Common Stock <sup>(1)</sup>     | 05/03/2007                           |  | S <sup>(2)</sup>               | 100 D   | \$ 59.64  | 28,081.5699  | D                                 |
| Common Stock                    | 05/03/2007                           |  | S                              | 100 D   | \$ 59.76  | 27,981.5699  | D                                 |
| Common Stock                    | 05/03/2007                           |  | S                              | 600 D   | \$ 59.77  | 27,381.5699  | D                                 |
| Common Stock                    | 05/03/2007                           |  | S                              | 100 D   | \$ 59.8   | 27,281.5699  | D                                 |
| Common Stock                    | 05/03/2007                           |  | S                              | 200 D   | \$ 59.84  | 27,081.5699  | D                                 |

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|              |            |   |       |   |          |             |   |
|--------------|------------|---|-------|---|----------|-------------|---|
| Common Stock | 05/03/2007 | S | 400   | D | \$ 59.94 | 26,681.5699 | D |
| Common Stock | 05/03/2007 | S | 200   | D | \$ 59.95 | 26,481.5699 | D |
| Common Stock | 05/03/2007 | S | 100   | D | \$ 59.96 | 26,381.5699 | D |
| Common Stock | 05/03/2007 | S | 200   | D | \$ 60.07 | 26,181.5699 | D |
| Common Stock | 05/03/2007 | S | 200   | D | \$ 60.12 | 25,981.5699 | D |
| Common Stock | 05/03/2007 | S | 10    | D | \$ 60.13 | 25,971.5699 | D |
| Common Stock | 05/03/2007 | S | 7     | D | \$ 60.14 | 25,964.5699 | D |
| Common Stock | 05/03/2007 | S | 1,500 | D | \$ 60.3  | 24,464.5699 | D |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

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(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|

| Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
|------------------|-----------------|-------|----------------------------|
|------------------|-----------------|-------|----------------------------|

Code V (A) (D)

## Reporting Owners

| Reporting Owner Name / Address | Relationships |           |         |       |
|--------------------------------|---------------|-----------|---------|-------|
|                                | Director      | 10% Owner | Officer | Other |

INGATO ROBERT J  
C/O CIT GROUP INC.  
1 CIT DRIVE, #3209  
LIVINGSTON, NJ 07039

Exec VP and General Counsel

## Signatures

/s/ James P. Shanahan, attorney-in-fact for Mr.  
Ingato

05/07/2007

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Option exercise and sale of shares in accordance with a written plan established February 5, 2007 pursuant to the requirements of Rule 10b5-1 under the Securities Exchange Act of 1934, as amended.
- (2) This Form 4 filing is reporting the sales of the balance of shares resulting from the exercise of options that were reported on a separate Form 4 filed simultaneously herewith.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.  
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