

Edgar Filing: ITT INDUSTRIES INC - Form 4

ITT INDUSTRIES INC

Form 4

February 06, 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

Anderson, David 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

2/6/02

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 and Chief Financial 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 (RS) (1)				30,000
Common Stock (ISP) (2)				362
Common Stock				3,000

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. Code	5. Number of Derivative Securities Acquired (A) or Disposed of (D) Amount	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities	8. Put or Call
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Employee Stock Option (Right to Buy) (3)	\$50.65	1/2/0	A	V	40,000	A	(3)	1/4/1	Common Stock	40,000
		2						2		

Explanation of Responses:

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

(2) Shares acquired under the ITT Industries Investment and Savings Plan reflecting accumulations through January, 31, 2002.

(3) Options awarded under the 1994 ITT Industries Incentive Stock Plan exercisable the earlier of 1/2/11 or after NYSE closing price has remained at least \$63.31 for 10 consecutive trading days.

SIGNATURE OF REPORTING PERSON

DAVID J. ANDERSON

DATE

2/6/02