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CIT GROUP INC
Form 10-K/A
March 14, 2005

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

Form 10-K/A

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended December 31, 2004

OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934

Commission File Number: 001-31369

CIT Group Inc.
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation or organization)

65-1051192
(IRS Employer
Identification No.)

1211 Avenue of the Americas, New York, New York
(Address of principal executive offices)

10036
(Zip Code)

Registrant's telephone number including area code: (212) 536-1211

Securities registered pursuant to Section 12(b) of the Act:

Title of each class -----	Name of each exchange on which registered -----
Common Stock, par value \$0.01 per share.....	New York Stock Exchange
5 7/8% Notes due October 15, 2008.....	New York Stock Exchange

Securities registered pursuant to Section 12(g) of the Act:

None

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No .

Indicate by check mark whether the registrant is an accelerated filer as defined in Rule 12b-2 of the Act of 1934. Yes No .

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K (229.405 of this Chapter) is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information

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statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K. |_|

The aggregate market value of voting common stock held by non-affiliates of the registrant, based on the New York Stock Exchange Composite Transaction closing price of Common Stock (\$38.29 per share, 210,700,091 shares of common stock outstanding), which occurred on June 30, 2004, was \$8,067,706,484. For purposes of this computation, all officers and directors of the registrant are deemed to be affiliates. Such determination shall not be deemed an admission that such officers and directors are, in fact, affiliates of the registrant. At February 15, 2005, 210,851,464 shares of CIT's common stock, par value \$0.01 per share, were outstanding.

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INTRODUCTORY NOTE

This Amendment is being filed to correct the periods referenced in Exhibits 32.1 and 32.2 - Certification Pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, which were filed as exhibits to CIT Group Inc.'s annual report on Form 10-K for the year ended December 31, 2004. The exhibits, as originally filed, stated that each was being given for the year ended December 31, 2003. The revised exhibits each state that they are being given for the year ended December 31, 2004.

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SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

CIT GROUP INC.

By: /s/ ROBERT J. INGATO

March 14, 2005

Robert J. Ingato
Executive Vice President, General Counsel
and Secretary

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on March 14, 2005 in the capacities indicated below.

Name Date

/S/ JEFFREY M. PEEK March 14, 2005

Jeffrey M. Peek
Chairman and Chief Executive Officer
and Director

GARY C. BUTLER*

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Gary C. Butler
Director

WILLIAM A. FARLINGER*

William A. Farlinger
Director

WILLIAM FREEMAN

William Freeman
Director

THOMAS H. KEAN*

Thomas H. Kean
Director

EDWARD J. KELLY, III*

Edward J. Kelly, III
Director

MARIANNE MILLER PARRS*

Marianne Miller Parrs
Director

TIMOTHY M. RING

Timothy M. Ring
Director

JOHN RYAN*

John Ryan
Director

PETER J. TOBIN*

Peter J. Tobin
Director

LOIS M. VAN DEUSEN*

Lois M. Van Deusen
Director

/s/ JOSEPH M. LEONE

March 14, 2005

Joseph M. Leone
Vice Chairman and
Chief Financial Officer

/s/ WILLIAM J. TAYLOR

March 14, 2005

William J. Taylor
Executive Vice President, Controller and
Principal Accounting Officer

*By: /s/ ROBERT J. INGATO

March 14, 2005

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Robert J. Ingato
Executive Vice President, General Counsel
and Secretary

* Original powers of attorney authorizing Robert Ingato, and James P. Shanahan and each of them to sign on behalf of the above-mentioned directors are held by the Corporation and available for examination by the Securities and Exchange Commission pursuant to Item 302(b) of Regulation S-T.

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Exhibit Index

- 32.1 Certification of Jeffrey M. Peek pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
- 32.2 Certification of Joseph M. Leone pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

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