

Edgar Filing: ITT INDUSTRIES INC - Form 4

ITT INDUSTRIES INC

Form 4

February 08, 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

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

2/8/02

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

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 (ISP) (1)				16,889
Common Stock (2)	12/31/01	A	7,775	7,775
Common Stock	2/6/02	M	216,466	
Common Stock	2/6/02	F	117,913	
Common Stock	2/6/02	D	61,021	37,632 (6)
Common Stock (5)				14,474

Table II -- Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Derivative Security	2. Conversion	3. Transaction	4. Derivative Security	5. Number of Derivative Securities	6. Date Exercisable and	7. Title and Amount of Underlying	8. Percentage of
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For Exercise	Price of Derivative Security	Date	Code	Amount	Acquired(A) or Disposed(D)	Expiration Date(Month/Day/Year)	Exercisable Date(Month/Day/Year)	Securities Title and Number of Shares	Value
Employee Stock Option (Right to Buy) (3)	\$50.65	1/2/02	A	100,000	A	(3)	1/4/12	Common Stock	100,000
Employee Stock Option (Right to Buy) (4)	\$15.72	2/6/02	M	216,466	D	10/14/96	10/16/03	Common Stock	216,466

Explanation of Responses:

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

(2) Shares granted under the ITT Industries 1997 Long-Term Incentive Plan.

(3) Options granted under the 1994 ITT Industries Incentive Stock Plan exercisable the earlier of January 2, 2011 or after the NYSE closing price has remained at least \$63.31 for 10 consecutive trading days.

(4) Options granted under Rule 16b-3 plan.

(5) Includes shares held in dividend reinvestment account reflecting accumulations through February 6, 2002.

(6) Shares held in the Louis J. Giuliano Revocable Living Trust 5/19/97 Louis Giuliano and Barbara Giuliano Trustees.

SIGNATURE OF REPORTING PERSON

LOUIS J. GIULIANO

DATE

2/8/02