### Edgar Filing: ITT CORP - Form 4

ITT CORP											
Form 4											
March 12, 20	_										
<b>FORM 4</b> UNITED STATES SECURITIES AND EXCHANGE COMMISSION								л	PPROVAL		
	UNITE	DSIAIL		hington,			IGE		Number:	3235-0287	
Check thi	s box		• • <b>u</b> s		D.C. 20.					January 31,	
if no long		EMENT O	F CHAN	GES IN I	BENEFI	CIA	LOW	<b>NERSHIP OF</b>	Expires:	2005	
subject to Section 1				SECUR					Estimated	Estimated average burden hours per	
Form 4 or									response	•	
Form 5	Filed p	oursuant to	Section 16	6(a) of the	Securiti	es Ez	kchang	ge Act of 1934,			
obligatior may conti				•	•	- ·		f 1935 or Section	on		
See Instru		30(h)	) of the Inv	vestment	Company	y Act	of 19	40			
1(b).											
(Print or Type R	(esponses)										
(Thin of Type I	(esponses)										
1. Name and Address of Reporting Person <u>2</u> . Issuer Name <b>and</b> Ticker or Trading 5. Relationshi					5. Relationship o	of Reporting Per	cson(s) to				
Deserve Delevet I In			Symbol	e e e e e e e e e e e e e e e e e e e				Issuer			
			•	RP [ITT]					1 11 11 11	<b>`</b>	
(Last)	(First)	(Middle)	3. Date of	Earliest Tra	insaction			(Che	ck all applicabl	e)	
		, , ,	(Month/D					Director		% Owner	
4 WEST RE	D OAK LAN	E	03/10/20	-				XOfficer (giv	ve title Oth below)	ner (specify	
								below) Vice	President, Finar	nce	
	(Street)		4 If Ame	ndment Dat	e Original			6. Individual or J	loint/Groun Fili	ng(Check	
				If Amendment, Date Original led(Month/Day/Year)				Applicable Line)			
				<b>,</b>				_X_ Form filed by			
WHITE PLA	AINS, NY 106	04						Person	More than One R	eporting	
(City)	(State)	(Zip)		IND	• • • •				e		
	()	(	Table				ties Ac	quired, Disposed o		•	
1.Title of	2. Transaction I			3. Transportio	4. Securi			5. Amount of Securities	6. Ownership Form: Direct	<ol> <li>Nature of Indirect</li> </ol>	
Security (Instr. 3)	(Month/Day/Ye	any	ion Date, n	TransactionAcquired (A) or Code Disposed of (D)				Beneficially	(D) or	Beneficial	
(		•	/Day/Year)					Owned	Indirect (I)	Ownership	
								Following Reported	(Instr. 4)	(Instr. 4)	
						(A)		Transaction(s)			
				Code V	Amount	or (D)	Price	(Instr. 3 and 4)			
Common											
Stock	03/10/2008			А	8,705	А	\$0	14,652 <u>(1)</u>	D		
Common											
Stock								4,848 (2)	Ι	401K Plan	

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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#### 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. Transactic Code (Instr. 8)	5. Number or f Derivativ Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day	Date	7. Title and of Underlyi Securities (Instr. 3 and	ng	8. P Der Sect (Ins
				Code V	(A) (I	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Stock option (right to buy) $(3)$	\$ 53.09	03/10/2008		А	7,845	(4)	03/10/2015	common stock	7,845	

# **Reporting Owners**

Reporting Owner Name / Address	Relationships						
I B	Director	10% Owner	Officer	Other			
Pagano Robert J Jr 4 WEST RED OAK LANE WHITE PLAINS, NY 10604			Vice President, Finance				

# Signatures

/s/Kathleen S. Stolar, Secretary of ITT Corporation, by power of attorney for Robert J.	03/12/2008
Pagano, Jr.	03/12/2008

\*\*Signature of Reporting Person

## **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).
- The total 14,652 includes 8,705 shares of restricted stock awarded on March 10, 2008 under the ITT Corporation 2003 Equity Incentive (1) Plan of which 1,827 shares vest in three years, 3,439 shares vest in four years and 3,439 shares vest in five years.
- (2) As of 3/7/08.
- (3) Options awarded under the ITT Corporation 2003 Equity Incentive Plan.
- Options granted under the ITT Corporation 2003 Equity Incentive Plan. The options will become exercisable in one-third cumulative (4) annual installments after the first, second and third anniversaries of the date of grant.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

Date