

Edgar Filing: CIT GROUP INC - Form 424B3

CIT GROUP INC  
Form 424B3  
December 10, 2002

Filed Under Rule 424(b)(3), Registration Statement Nos. 333-92258 and 333-98743  
Pricing Supplement No. 5 dated Monday, December 9, 2002  
To Prospectus Dated September 13, 2002 and Prospectus Supplement Dated November 1, 2002

| CUSIP Number | Principal Amount | Price to Public | Gross Concession | Net Proceeds    | Interest Rate | Interest Payment Frequency | Maturity Date | 1st Interest Payment Date | 1st Interest Payment Amount Per Thousand Dollars of Principal Amount | Survivor's Option |
|--------------|------------------|-----------------|------------------|-----------------|---------------|----------------------------|---------------|---------------------------|--|-------------------|
| 12557WAN1    | \$28,371,000.00  | 100.000%        | .400%            | \$28,257,516.00 | 4.200%        | SEMI-ANNUAL                | 12/15/2004    | 06/15/2003                | \$21.35  | YES               |

Redemption Information: **Non-Callable.**

Joint Lead Managers and Lead Agents: Banc of America Securities LLC, INCAPITAL, LLC Agents: BMO Nesbitt Burns Corp., Charles Schwab & Co., Inc., Edward D. Jones & Co., L.P., Fidelity Capital Markets, a division of National Financial Services, LLC, RBC Capital Markets, Salomon Smith Barney, UBS PaineWebber Inc., Wachovia Securities

| CUSIP Number | Principal Amount | Price to Public | Gross Concession | Net Proceeds    | Interest Rate | Interest Payment Frequency | Maturity Date | 1st Interest Payment Date | 1st Interest Payment Amount Per Thousand Dollars of Principal Amount | Survivor's Option |
|--------------|------------------|-----------------|------------------|-----------------|---------------|----------------------------|---------------|---------------------------|--|-------------------|
| 12557WAP6    | \$14,630,000.00  | 100.000%        | 1.000%           | \$14,483,700.00 | 5.300%        | QUARTERLY                  | 12/15/2007    | 03/15/2003                | \$13.69  | YES               |

Redemption Information: **Non-Callable.**

Joint Lead Managers and Lead Agents: Banc of America Securities LLC, INCAPITAL, LLC Agents: BMO Nesbitt Burns Corp., Charles Schwab & Co., Inc., Edward D. Jones & Co., L.P., Fidelity Capital Markets, a division of National Financial Services, LLC, RBC Capital Markets, Salomon Smith Barney, UBS PaineWebber Inc., Wachovia Securities

| CUSIP Number | Principal Amount | Price to Public | Gross Concession | Net Proceeds    | Interest Rate | Interest Payment Frequency | Maturity Date | 1st Interest Payment Date | 1st Interest Payment AmountV | Survivor's Option |
|--------------|------------------|-----------------|------------------|-----------------|---------------|----------------------------|---------------|---------------------------|------------------------------|-------------------|
| 12557WAQ4    | \$19,444,000.00  | 100.000%        | 1.500%           | \$19,152,340.00 | 6.850%        | SEMI-ANNUAL                | 12/15/2012    | 06/15/2003                | \$34.82                      | YES               |

Redemption Information: **Callable at 100.000% on 12/15/2004 and every interest payment date thereafter.**

Joint Lead Managers and Lead Agents: Banc of America Securities LLC, INCAPITAL, LLC Agents: BMO Nesbitt Burns Corp., Charles Schwab & Co., Inc., Edward D. Jones & Co., L.P., Fidelity Capital Markets, a division of National Financial Services, LLC, RBC Capital Markets, Salomon Smith Barney, UBS PaineWebber Inc., Wachovia Securities

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The CIT Internotes due 12/15/2012 will be subject to redemption at the option of CIT Group Inc., in whole or from time to time in part on the interest payment date occurring 12/15/2004 and on any interest payment date thereafter at a redemption price equal to 100% of the principal amount of the CIT InterNotes due 12/15/2012 plus accrued interest thereon, if any, upon at least 30 days prior notice to the noteholder and the trustee, as described in the prospectus supplement.

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|--|---|--|
| <p>CIT Group Inc.<br/>1 CIT Drive<br/>Livingston, NJ 07039</p> | <p>Trade Date: Monday, December 9, 2002 @12:00 PM ET<br/>                 Settle Date: Thursday, December 12, 2002<br/>                 Minimum Denomination/Increments: \$1,000/\$1,000<br/>                 Initial trades settle flat and clear SDFS: DTC Book Entry only<br/>                 DTC number: 0262 via BNY Clearing Services, LLC<br/>                 Trustee: Bank One Trust Company, N.A.</p> <p>If the maturity date, date of earlier redemption or repayment or an interest payment date for any note is not a business day (as term is defined in prospectus supplement), principal, premium, if any, and interest for that note is paid on the next business day, and no interest will accrue on the amount payable from, and after, the maturity date, date of earlier redemption or repayment or such interest payment date.</p> <p><i>InterNotes® is the service mark of INCAPITAL, LLC. All rights reserved.</i></p> | <p>CIT Group Inc.<br/>\$2,000,000,000 CIT<br/>InterNotes</p> |
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