

CIT GROUP INC

Form 4

February 05, 2007

**FORM 4**
**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

Check this box  
if no longer  
subject to  
Section 16.  
Form 4 or  
Form 5  
obligations  
may continue.  
See Instruction  
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF  
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,  
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section  
30(h) of the Investment Company Act of 1940

## OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**MARSIELLO LAWRENCE A**

(Last) (First) (Middle)

**C/O CIT GROUP INC., 505 FIFTH  
AVENUE**

(Street)

**NEW YORK, NY 10017**

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol

**CIT GROUP INC [CIT]**

3. Date of Earliest Transaction  
(Month/Day/Year)

**02/01/2007**

4. If Amendment, Date Original  
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_\_\_X\_\_\_\_ Officer (give title \_\_\_\_ Other (specify  
below) below)

Vice Chrmn, Chf Lending Off.

6. 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 (Instr. 3)    | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) |        |                  | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|--------|------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-----------------------------------|
|                                    |                                      |                                                    | Code                           | V                                                                 | Amount | (A) or (D) Price |                                                                                               |                                                          |                                   |
| Common Stock <u>(1)</u> <u>(2)</u> | 02/01/2007                           |                                                    | S                              |                                                                   | 500    | D \$ 58.48       | 96,399.878                                                                                    | D                                                        |                                   |
| Common Stock                       | 02/01/2007                           |                                                    | S                              |                                                                   | 300    | D \$ 58.49       | 96,099.878                                                                                    | D                                                        |                                   |
| Common Stock                       | 02/01/2007                           |                                                    | S                              |                                                                   | 1,100  | D \$ 58.5        | 94,999.878                                                                                    | D                                                        |                                   |
| Common Stock                       | 02/01/2007                           |                                                    | S                              |                                                                   | 800    | D \$ 58.51       | 94,199.878                                                                                    | D                                                        |                                   |
| Common Stock                       | 02/01/2007                           |                                                    | S                              |                                                                   | 1,400  | D \$ 58.52       | 92,799.878                                                                                    | D                                                        |                                   |

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|              |            |   |       |   |          |            |   |
|--------------|------------|---|-------|---|----------|------------|---|
| Common Stock | 02/01/2007 | S | 1,200 | D | \$ 58.53 | 91,599.878 | D |
| Common Stock | 02/01/2007 | S | 200   | D | \$ 58.54 | 91,399.878 | D |
| Common Stock | 02/01/2007 | S | 200   | D | \$ 58.55 | 91,199.878 | D |
| Common Stock | 02/01/2007 | S | 500   | D | \$ 58.56 | 90,699.878 | D |
| Common Stock | 02/01/2007 | S | 100   | D | \$ 58.57 | 90,599.878 | D |
| Common Stock | 02/01/2007 | S | 400   | D | \$ 58.58 | 90,199.878 | D |
| Common Stock | 02/01/2007 | S | 1,400 | D | \$ 58.59 | 88,799.878 | D |
| Common Stock | 02/01/2007 | S | 1,100 | D | \$ 58.6  | 87,699.878 | D |
| Common Stock | 02/01/2007 | S | 300   | D | \$ 58.61 | 87,399.878 | D |
| Common Stock | 02/01/2007 | S | 800   | D | \$ 58.62 | 86,599.878 | D |
| Common Stock | 02/01/2007 | S | 1,100 | D | \$ 58.63 | 85,499.878 | D |
| Common Stock | 02/01/2007 | S | 1,700 | D | \$ 58.64 | 83,799.878 | D |
| Common Stock | 02/01/2007 | S | 1,000 | D | \$ 58.65 | 82,799.878 | D |
| Common Stock | 02/01/2007 | S | 2,100 | D | \$ 58.66 | 80,699.878 | D |
| Common Stock | 02/01/2007 | S | 800   | D | \$ 58.67 | 79,899.878 | D |
| Common Stock | 02/01/2007 | S | 4,600 | D | \$ 58.68 | 75,299.878 | D |
| Common Stock | 02/01/2007 | S | 2,500 | D | \$ 58.69 | 72,799.878 | D |
| Common Stock | 02/01/2007 | S | 800   | D | \$ 58.7  | 71,999.878 | D |
| Common Stock | 02/01/2007 | S | 2,700 | D | \$ 58.71 | 69,299.878 | D |
| Common Stock | 02/01/2007 | S | 953   | D | \$ 58.72 | 68,346.878 | D |
|              | 02/01/2007 | S | 347   | D |          | 67,999.878 | D |

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|              |            |   |       |   |  |          |            |   |
|--------------|------------|---|-------|---|--|----------|------------|---|
| Common Stock |            |   |       |   |  | \$ 58.73 |            |   |
| Common Stock | 02/01/2007 | S | 600   | D |  | \$ 58.74 | 67,399.878 | D |
| Common Stock | 02/01/2007 | S | 1,700 | D |  | \$ 58.75 | 65,699.878 | D |
| Common Stock | 02/01/2007 | S | 900   | D |  | \$ 58.76 | 64,799.878 | D |
| Common Stock | 02/01/2007 | S | 200   | D |  | \$ 58.78 | 64,599.878 | D |

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.**

SEC 1474  
(9-02)

**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. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 6) |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|--------------------------------------------|-------------------------------------------------------------------------------------------------|
|                                            |                                                        |                                      |                                                    | Code                           | V (A) (D)                                                                               | Date Exercisable                                         | Expiration Date                                               | Title                                      | Amount or Number of Shares                                                                      |

## Reporting Owners

| Reporting Owner Name / Address                                                       | Relationships                    |
|--------------------------------------------------------------------------------------|----------------------------------|
|                                                                                      | Director 10% Owner Officer Other |
| MARSIELLO LAWRENCE A<br>C/O CIT GROUP INC.<br>505 FIFTH AVENUE<br>NEW YORK, NY 10017 | Vice Chrmn, Chf Lending Off.     |

## Signatures

/s/ James P. Shanahan, attorney-in-fact for Mr.  
Marsiello

02/02/2007

\_\_Signature of Reporting Person

Date

## 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).
- (1) This Form 4 filing is reporting 30 sales of shares resulting from the exercise of options reported on a separate Form 4 filing submitted simultaneously herewith. The balance of sales shall be reported on a 3rd Form 4 filing also submitted simultaneously herewith.
- (2) Option exercise and sale of shares in accordance with a written plan established December 19, 2006 pursuant to the requirements of Rule 10b5-1 under the Securities Exchange Act of 1934, as amended.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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