

Edgar Filing: CIT GROUP INC DEL - Form 4

CIT GROUP INC DEL
 Form 4
 August 08, 2002

 FORM 4

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

/X/ CHECK THIS BOX IF NO
 LONGER SUBJECT TO
 SECTION 16. FORM 4 OR
 FORM 5 OBLIGATIONS MAY
 CONTINUE. SEE
 INSTRUCTION 1(b).
 (Print or Type Responses)

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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
 Section 30(f) of the Investment Company Act of 1940

1. Name and Address of Reporting Person*			2. Issuer Name AND Ticker or Trading Symbol		6. R
Tyco International Ltd. (1)			CIT Group Inc. (CIT)		--
(Last)	(First)	(Middle)	3. IRS or Social Security Number of Reporting Person (Voluntary)	4. Statement for Month/Year	--
The Zurich Centre, 90 Pitts Bay Road, Suite 201				7/2002	---
(Street)				5. If Amendment, Date of Original (Month/Year)	7. _X_
Pembroke, HM 08 Bermuda					

TABLE I - NON-DERIVATIVE SECURITIES ACQUIRED, DISPOSED, OR TRANSFERRED					
1. Title of Security (Instr. 3)	2. Trans- action Date (Month/ Day/ Year)	3. Trans- action Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amo Sec Ben Own End Mon	
		Code	V	Amount	(A) or (D) Price
Common Shares, \$0.01 per share	7/1/2002	S		200,000,000 (2)	D \$22.08

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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.
 * If the form is filed by more than one reporting person, SEE Instruction 4(b) (v).

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 CONTROL NUMBER.

FORM 4 (CONTINUED)

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)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)
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Code V (A) (D)

7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative	9. Number of Derivative	10. Ownership Form	11. Nature of Indirect
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Title	Amount or Number of Shares	ative Secur- ity (Instr. 5)	Securi- ties Bene- ficially Owned at End of Month (Instr. 4)	of De- rivative Secu- rity: Direct (D) or Indi- rect (I) (Instr. 4)	Bene- ficial Own- ership (Instr. 4)

Explanation of Responses:

- (1) Joint filing by Tyco Inernational Ltd. and its direct and indirect wholly-owned subsidiaries, Capital Holdings Ltd., and Tyco Capital Ltd. The shares were held directly, and sold by, Tyco Capital Ltd. Tyco Capital Holding, Inc., which was previously a reporting person, was merged and into CIT as part of a restructuring that occurred in connection with the reported transaction. no longer exists as a separate entity.
- (2) The 100 shares of CIT previously reported as owned by the reporting persons (representing 100% of the issued and outstanding shares of CIT) were converted into 200,000,000 shares of CIT (also representing 100% of the issued and outstanding shares of CIT) in a restructuring that occurred in connection with the reported transaction.

/s/ Irving Gutin	8/6/02
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**Signature of Reporting Person	Date
Irving Gutin Senior Vice President and General Counsel on behalf of Tyco International Ltd.	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, attach a separate sheet.

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SEE Instruction 6 for procedure.