

Edgar Filing: ITT INDUSTRIES INC - Form 4

ITT INDUSTRIES INC

Form 4

May 16, 2001

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

Hamilton, Richard J. M.

ITT Fluid Technology Corp.

10 Mountainview Road

Upper Saddle River, NJ 07458

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

5/01

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

6. Relationship of Reporting Person(s) to Issuer (Check all applicable)

( ) Director ( ) 10% Owner (X) Officer (give title below) ( ) Other

(specify below)

Vice President

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				4,041
Common Stock (ISP) (1)				11,748
Common Stock (2)	5/3/01	M	10,000	A \$15.69
Common Stock (2)	5/3/01	S	10,000	D \$43.50 - 0 -
Common Stock (2)	5/4/01	M	10,000	A \$15.69
Common Stock (2)	5/4/01	S	10,000	D \$44.00 - 0 -

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	V	Amount	Acquired(A) or Disposed of(D)	Expiration Date(Month/Day/Year)	Expiration Date	Securities Title and Number of Shares	Value
Employee Stock Option (Right to Buy)	\$15.69 (2)	5/3/01	M		10,000	D	(2) 10/13/04		Common Stock	10,000
Employee Stock Option (Right to Buy)	\$15.69 (2)	5/4/01	M		10,000	D	(2) 10/13/04		Common Stock	10,000

Explanation of Responses:

(1) Shares held under the ITT Industries Investment and Savings Plan reflecting accumulations through May 15, 2001.

(2) Shares acquired upon exercises of employee stock options under Rule 16b-3 plan. Portions became exercisable 10/11/95, 10/11/96 and 10/11/97.

SIGNATURE OF REPORTING PERSON

RICHARD J. M. HAMILTON

DATE

5/16/01