

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

Ayers, Robert L.

ITT Fluid Technology

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 (RS) (1)				15,000
Common Stock (ISP) (2)				2,619
Common Stock				1,000

Table II -- Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Derivative Security	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date	4. Derivative Acquired (A) or Disposed of (D)	5. Number of Derivative Securities Acquired (A) or Disposed of (D)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities	8. Percentage of Total Shares Owned
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	Priority	Date	Code	V	Amount		Exempt				
Phantom Stock	1-for-1	2/1/01	A	V	5,271	A	Immed	(3)	Common Stock	5,271	39.
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Explanation of Responses:

(1) Restricted Stock held under the 1994 ITT Industries Incentive Stock Plan.

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

(3) Shares of phantom stock are payable in cash as provided for under the Deferred Compensation Plan.

SIGNATURE OF REPORTING PERSON

ROBERT L. AYERS

DATE

5/16/01