Edgar Filing: ITT INDUSTRIES INC - Form 4

| ITT INDUST | FRIES INC | | | | | | | | | |
|-----------------------------------------------|--------------------|--------------------|----------------------------------------------|--------------------------------------------|---------------------|-----------|---------------------------------------------------------------|---------------------------|-----------------------------|----------------|
| Form 4 | | | | | | | | | | |
| July 05, 2005 | 5 | | | | | | | | | |
| FORM | ΙΛ | | | | | | | | | PPROVAL |
| | UNITE | D STATES | | ITIES A hington, | | | IGE (| COMMISSION | OMB Number: | 3235-0287 |
| Check thi | | | | | | | | | Expires: | January 31, |
| if no longer subject to STATEMENT OF CHANG | | | | GES IN BENEFICIAL OWN | | | | NERSHIP OF | Estimated a | 2005 Waraga |
| Section 16. SECURITIES | | | | ITIES | IES burden hours pe | | | | | |
| | Form 4 or | | | | | | | | response | . 0.5 |
| Form 5 obligation | • • • • • • • • | | | | | | U | e Act of 1934, | | |
| may cont | | | | • | • | | | f 1935 or Sectio | n | |
| See Instru | uction | 30(h) | of the In | vestment | Company | y Act | of 194 | 40 | | |
| 1(b). | | | | | | | | | | |
| (Print or Type F | Responses) | | | | | | | | | |
| × 51 | 1 / | | | | | | | | | |
| 1. Name and A | ddress of Reportin | ng Person <u>*</u> | 2. Issuer | Name and | Ticker or T | Frading | z | 5. Relationship of | Reporting Pers | son(s) to |
| Minnich George E Symbol | | | | e e | | | | Issuer | | |
| | | | | Γ INDUSTRIES INC [ITT] | | | | (Check all applicable) | | |
| (Last) | (First) | (Middle) | 3. Date of | Earliest Tr | ansaction | | | (Cnec | ск ан аррисабіе | ;) |
| | | | Ionth/Day/Year) | | | | Director | 10% Owner | | |
| 4 WEST RE | D OAK LANI | E | | 7/01/2005 | | | | X Officer (give | title Other (specify below) | |
| | | | | | | | | below) | SVP & CFO | |
| | (Street) | | 4 If Ame | ndment Da | te Original | | | 6 Individual or Id | oint/Group Filir | or (Check |
| | | | Amendment, Date Original (Month/Day/Year) | | | | 6. Individual or Joint/Group Filing(Check Applicable Line) | | | |
| | | | 1 nea(mon | ui/Duy/Tear | / | | | _X_ Form filed by (| One Reporting Pe | rson |
| WHITE PLA | AINS, NY 106 | 04 | | | | | | Form filed by M Person | Nore than One Re | porting |
| (City) | (State) | (Zip) | Table | e I - Non-D | erivative S | Securit | ies Acq | uired, Disposed of | f, or Beneficial | ly Owned |
| 1.Title of | 2. Transaction I | Date 2A. Dee | med | 3. | 4. Securit | ies Ac | quired | 5. Amount of | 6. Ownership | 7. Nature of |
| Security | (Month/Day/Ye | ar) Execution | on Date, if | | on(A) or Di | sposed | of | Securities | Form: Direct | |
| (Instr. 3) | | any (Month/ | Day/Vear) | Code (D) (Instr. 8) (Instr. 3, 4 and 5) | | | | Beneficially Owned | (D) or Indirect (I) | Beneficial |
| | | (WORLD) | Day/Teal) | (11150.0) | (11150. 5, | + anu . |)) | Following | (Instr. 4) | (Instr. 4) |
| | | | | | | (A) | | Reported | | |
| | | | | | | (A) or | | Transaction(s) | | |
| | | | | Code V | Amount | (D) | Price | (Instr. 3 and 4) | | |
| Common Stock (1) | 07/01/2005 | | | А | 10,000 | A (1) | <u>(1)</u> | 10,000 | 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.

 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. Transactio Code (Instr. 8) | 5. Number of orDerivative 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) | |
|------------------------------------------------------|-----------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|----------------------------------------|----------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|--------------------|---------------------------------------------------------------------|-------------------------------------|
| | | | | Code V | (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Employee Stock Option (right to buy) (2) | \$ 98.84 (2) | 07/01/2005 | | A | 25,000 | (2) | 07/01/2012 | Common Stock | 25,000 |

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Reporting Owners

| Reporting Owner Name / Address | Relationships | | | | | | | |
|-------------------------------------------------------------------|---------------|-----------|-----------|-------|--|--|--|--|
| 1 0 | Director | 10% Owner | Officer | Other | | | | |
| Minnich George E 4 WEST RED OAK LANE WHITE PLAINS, NY 10604 | | | SVP & CFO | | | | | |
| Signatures | | | | | | | | |

Signatures

| Kathleen S. Stolar, Secretary, ITT Industries, Inc. under power of attorney granted by George E. Minnich | | | | |
|----------------------------------------------------------------------------------------------------------|------|--|--|--|
| **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).
- 10,000 shares of restricted stock granted under the ITT Industries 2003 Equity Incentive Plan. the restricted stock vests in installments of (1) 5000 shares after three years from the date of grant and 5000 shares after five years from the date of grant.
- 25,000 nonqualified stock options exercisable upon the earlier of a 25% closing share price price appreciation for ten consecutive days as (2) reported by the NYSE or six years from the date of grant. Nevertheless, options may not be exercised prior to three years from the grant
- date and have a term of 7 years.

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