

ITT CORP

Form 4

November 28, 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

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
REICHELDERFER BRENDA

(Last) (First) (Middle)

4 WEST RED OAK LANE

(Street)

WHITE PLAINS, NY 10604

(City) (State) (Zip)

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

ITT CORP [ITT]

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

11/27/2007

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 below) ____ Other (specify below)

Senior Vice President

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D) Price			
Common Stock	11/27/2007		M		40,000	A \$ 30.91	53,141	D	
Common Stock	11/27/2007		S		5,400	D \$ 62.64	47,741	D	
Common Stock	11/27/2007		S		2,000	D \$ 62.6	45,741	D	
Common Stock	11/27/2007		S		1,000	D \$ 62.58	44,741	D	
Common Stock	11/27/2007		S		1,500	D \$ 62.6	43,241	D	

Edgar Filing: ITT CORP - Form 4

Common Stock	11/27/2007	S	2,000	D	\$ 62.8	41,241	D	
Common Stock	11/27/2007	S	1,900	D	\$ 62.08	39,341	D	
Common Stock	11/27/2007	S	1,600	D	\$ 62.84	37,741	D	
Common Stock	11/27/2007	S	10,600	D	\$ 62.75	27,141	D	
Common Stock	11/27/2007	S	4,500	D	\$ 62.73	22,641	D	
Common Stock	11/27/2007	S	2,600	D	\$ 62.69	20,041	D	
Common Stock	11/27/2007	S	2,500	D	\$ 62.74	17,541	D	
Common Stock	11/27/2007	S	4,400	D	\$ 62.71	13,141 ⁽¹⁾	D	
Common Stock						3,893 ⁽²⁾	I	401K Plan

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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 30.91	11/27/2007		M		40,000		<u>(3)</u>	01/02/2012	Common Stock	40,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
REICHELDERFER BRENDA 4 WEST RED OAK LANE WHITE PLAINS, NY 10604			Senior Vice President	

Signatures

/s/Kathleen S. Stolar, Secretary of ITT Corporation by power of attorney for Brenda Reichelderfer

11/28/2007

__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) Includes 8,780 shares of Restricted Stock and 4,361 shares held in the Direct Purchase Sale and Dividend Reinvestment Plan reflecting accumulations through 11/15/2007.
- (2) As of 11/26/2007.
- (3) Options granted under the 1994 ITT Incentive Stock Plan. Options exercisable in full upon the earlier of 25% appreciation in stock price for ten consecutive trading days or nine years from the date of grant. Options under this award became fully exercisable on 5/5/2004.

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.