

ITT CORP

Form 4

March 12, 2008

**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 \*  
**FOLEY DONALD E**

(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)  
**03/08/2008**

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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>(A) or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-----------------------------------------|
| Common<br>Stock                       | 03/08/2008                              |                                                             | F                                       | 2,079 D<br>\$ 53.75                                                     | 33,669 <sup>(1)</sup>                                                                                              | D                                                                    |                                         |
| Common<br>Stock                       | 03/10/2008                              |                                                             | A                                       | 2,794 D<br>\$ 0                                                         | 36,463 <sup>(2)</sup>                                                                                              | D                                                                    |                                         |
| Common<br>Stock                       |                                         |                                                             |                                         |                                                                         | 2,682 <sup>(3)</sup>                                                                                               | 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**

SEC 1474  
(9-02)

number.

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |     | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) | 8.<br>Date<br>of<br>Sale<br>(Instr. 3) |                 |                                        |
|-----------------------------------------------------|-----------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|-----------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|-----|---------------------------------------------------------------------|----------------------------------------|-----------------|----------------------------------------|
|                                                     |                                                                       |                                         |                                                             | Code                                    | V                                                                                                               | (A)                                                            | (D) | Date<br>Exercisable                                                 | Expiration<br>Date                     | Title           | Amount<br>or<br>Number<br>of<br>Shares |
| Stock<br>Option<br>(Right to<br>Buy) <sup>(4)</sup> | \$ 53.09                                                              | 03/10/2008                              |                                                             | A                                       |                                                                                                                 | 9,850                                                          |     | 03/10/2011                                                          | 03/10/2015                             | Common<br>Stock | 9,850                                  |

## Reporting Owners

| Reporting Owner Name / Address                                  | Relationships                    |
|-----------------------------------------------------------------|----------------------------------|
|                                                                 | Director 10% Owner Officer Other |
| FOLEY DONALD E<br>4 WEST RED OAK LANE<br>WHITE PLAINS, NY 10604 | Senior Vice President            |

## Signatures

/s/Kathleen S. Stolar, Secretary of ITT Corporation, by power of attorney for Donald E. Foley

03/12/2008

\*\*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) 12,000 shares of restricted stock (6,000 shares prior to the February 21, 2006 2-for-1 stock split) were awarded on March 8, 2005. This award of restricted stock vests in installments of 6,000 shares after three years from the date of grant and 6,000 shares after four years from the date of grant. The restricted stock grant was awarded under the ITT 2003 Equity Incentive Plan.

(2) The total 36,463 includes 18,007 shares of restricted stock, of which 2,794 shares were awarded on March 10, 2008 under the ITT Corporation 2003 Equity Incentive Plan. The 2,794 shares awarded on March 10, 2008 are subject to a three-year restriction. The total also includes 18,456 shares acquired through the Direct Purchase Sale and Dividend Reinvestment Plan reflecting accumulations through 3/10/08.

(3) As of 3/7/08.

(4) Options awarded under the ITT Corporation 2003 Equity Incentive Plan.

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

## Edgar Filing: ITT CORP - Form 4

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.