Procopio A. John Form 4 August 22, 2011

### FORM 4

### UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

OMB Number:

3235-0287

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**OMB APPROVAL** 

if no longer subject to Section 16. Form 4 or Form 5 obligations may continue.

Check this box

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

(Print or Type Responses)

1(b).

(Last)

See Instruction

1. Name and Address of Reporting Person \* Procopio A. John

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

(Middle)

3. Date of Earliest Transaction

Director

10% Owner X\_ Officer (give title Other (specify

(Check all applicable)

1133 WESTCHESTER AVENUE

(Street)

(First)

05/02/2011

ITT Corp [ITT]

(Month/Day/Year)

below) below) Vice President

4. If Amendment, Date Original Filed(Month/Day/Year)

3.

Applicable Line)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

6. Individual or Joint/Group Filing(Check

Person

WHITE PLAINS, NY 10604

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if (Instr. 3) (Month/Day/Year)

TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of 6. Ownership 7. Nature of Securities Form: Direct Beneficially (D) or Owned Following Reported

Beneficial Indirect (I) Ownership (Instr. 4) (Instr. 4)

Indirect

(A) Transaction(s) (Instr. 3 and 4)

Code V Amount (D) Price

4. Securities

D

Common Stock

05/02/2011

1,170 A A \$0 8,693 (1)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)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)

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| 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>Transacti<br>Code<br>(Instr. 8) | 5. Number on 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<br>Underlying Securities<br>(Instr. 3 and 4) |  |
|--|---|---|---|---------------------------------------|---|--|--------------------|---|--|
|  |   |   |   | Code V                                | (A) (D)   | Date<br>Exercisable                                      | Expiration<br>Date | Title   | Amount<br>or<br>Number<br>of<br>Shares |
| Employee<br>Stock<br>Option<br>(Right to<br>Buy) (2) | \$ 57.4   | 05/02/2011                              |   | A                                     | 4,680   | (3)  | 05/02/2021         | Common<br>Stock   | 4,680                                  |

# **Reporting Owners**

| Reporting Owner Name / Address  | Relationships |           |                   |       |  |  |
|---|---------------|-----------|-------------------|-------|--|--|
| • 5   | Director      | 10% Owner | Officer           | Other |  |  |
| Procopio A. John<br>1133 WESTCHESTER AVENUE<br>WHITE PLAINS, NY 10604 |               |           | Vice<br>President |       |  |  |

## **Signatures**

/s/Burt M. Fealing, Secretary of ITT Corporation, by power of attorney for A. John Procopio

08/22/2011

\*\*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) Represents a grant of restricted stock units under the ITT Corporation 2003 Equity Incentive Plan, which vest 3 years after the grant date.
- (2) Options awarded under the 2003 ITT Corporation Equity Incentive Plan.
- Options will become exercisable in one-third cumulative annual installments after the first, second and third anniversaries of the date of grant.

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.

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