

ITT INDUSTRIES INC  
Form 4  
May 26, 2005

**FORM 4**

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

OMB APPROVAL

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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

(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 INDUSTRIES INC [ITT]**

3. Date of Earliest Transaction  
(Month/Day/Year)  
**05/25/2005**

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
**Senior Vice President**

6. Individual or Joint/Group Filing(Check Applicable Line)  
 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	05/25/2005		M	11,000 A \$ 33.31	16,938.4	D	
Common Stock	05/25/2005		M	14,000 A \$ 36.88	30,938.4	D	
Common Stock	05/25/2005		M	20,000 A \$ 50.65	50,938.4	D	
Common Stock	05/25/2005		S	100 D \$ 93.1	50,838.4	D	
Common Stock	05/25/2005		S	300 D \$ 93.03	50,538.4	D	

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Common Stock	05/25/2005	S	600	D	\$ 93.01	49,938.4	D
Common Stock	05/25/2005	S	43,000	D	\$ 93	6,938.4	D
Common Stock	05/25/2005	S	1,000	D	\$ 93.03	5,938.4 <sup>(1)</sup>	D

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

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(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)	\$ 33.31	05/25/2005		M	11,000	<sup>(2)</sup>	01/05/2010	Common Stock	11,000
Employee Stock Option (Right to Buy)	\$ 36.88	05/25/2005		M	14,000	<sup>(3)</sup>	01/04/2011	Common Stock	14,000
Common Stock (Right to Buy)	\$ 50.65	05/25/2005		M	20,000	<sup>(4)</sup>	01/04/2012	Common Stock	20,000

## 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 Industries, Inc. by power of attorney granted by  
Brenda L. Reichelderfer

05/26/2005

\_\_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).

Ms. Reichelderfer owns 5,938.40 shares directly including 158.4593 shares held in the Direct Purchase Sale and Dividend Reinvestment

(1) Plan reflecting accumulations through May 25, 2005. Ms. Reichelderfer also owns 5453.6304 shares acquired under the ITT Industries Investment and Savings Plan as of May 25, 2005, held indirectly in a trust.

Options granted under the 1994 ITT Industries, Inc. Incentive Stock Plan. Options exercisable upon 25% appreciation in stock price over

(2) option exercise price or 1/3 annual installments on the first, second and third anniversary of the date of the grant, whichever is earlier. Options under this award became fully exercisable on 5/1/2001.

Options granted under the 1994 ITT Industries, Inc. Incentive Stock Plan. Options exercisable upon 25% appreciation in stock price over

(3) option exercise price or 1/3 annual installments on the first, second and third anniversary of the date of the grant, whichever is earlier. Options under this award became fully exercisable on 5/31/2001.

Options granted under the 1994 ITT Industries, Inc. Incentive Stock Plan. Options exercisable upon 25% appreciation in stock price over

(4) option exercise price or 1/3 annual installments on the first, second and third anniversary of the date of the grant, whichever is earlier. Options under this award became fully exercisable on 4/18/2002.

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

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