

ITT CORP

Form 4

September 29, 2006

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 *
Crum Scott A

(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)

09/27/2006

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) 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)
Common Stock	09/27/2006		M	28,000 A	\$ 37.46	44,611	D
Common Stock	09/27/2006		S	6,400 D	\$ 50.55	38,211	D
Common Stock	09/27/2006		S	13,700 D	\$ 50.57	24,511	D
Common Stock	09/27/2006		S	7,900 D	\$ 50.56	16,611 ⁽¹⁾	D
Common Stock					637.7358	I	401K Plan ⁽²⁾

Edgar Filing: ITT CORP - Form 4

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)	\$ 37.46	09/27/2006		M		28,000		<u>(3)</u>	02/02/2014	Common Stock	28,000

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Crum Scott A 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 Scott A. Crum 09/29/2006

__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).
- The 16,611 includes 9,987 shares of restricted stock, of which, 2,987 were awarded on March 6, 2006 under the ITT Industries, Inc. 2003 Equity Incentive Plan. The 2,987 shares awarded on March 6, 2006 are subject to a three-year restriction. The total also includes 482 shares in the Dividend Reinvestment Plan as of 9/27/2006 and 6,142 shares directly owned.
- (1) Equity Incentive Plan. The 2,987 shares awarded on March 6, 2006 are subject to a three-year restriction. The total also includes 482 shares in the Dividend Reinvestment Plan as of 9/27/2006 and 6,142 shares directly owned.
 - (2) As of 9/27/2006
 - (3) Options granted under the ITT Industries, Inc. 2003 Equity Incentive Plan exercisable upon the earlier of 25% appreciation in stock price over the option exercise price, sustained for ten consecutive trading days, or nine years from the grant date. These shares became

Edgar Filing: ITT CORP - Form 4

exercisable on 6/22/2005.

(4) Price is not applicable.

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.