

Edgar Filing: ITT INDUSTRIES INC - Form 4

ITT INDUSTRIES INC

Form 4

May 16, 2001

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM 4

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

(X) Check this box if no longer subject to Section 16.

Form 4 or Form 5 obligations may continue. See Instructions 1(b).

1. Name and Address of Reporting Person

Engen, D. Travis
265 Brushy Ridge Road
New Caanan, CT 06840

2. Issuer Name and Ticker or Trading Symbol

ITT Industries, Inc.
ITT

3. IRS or Social Security Number of Reporting Person (Voluntary)

4. Statement for Month/Year

5/01

5. If Amendment, Date of Original (Month/Year)

6. Relationship of Reporting Person(s) to Issuer (Check all applicable)

(X) Director () 10% Owner () Officer (give title below) (X) Other
(specify below)

Retired

7. 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	2. Transaction Date	3. Transaction Code	4. Securities Acquired (A) or Disposed of (D)		5. Amount of Securities Beneficially Owned at End of Month
			Amount	Price	
Common Stock (1)					100
Common Stock (ISP) (2)					8,756
Common Stock (3)	5/1/01	M	138,185	A \$8.72	
Common Stock (3)	5/1/01	S	138,185	D \$43.51	
Common Stock (3)	5/2/01	M	191,200	A \$8.72	
Common Stock (3)	5/2/01	S	191,200	D 43.50	281,034

Table II -- Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Derivative Security	2. Conversion or Exer	3. Transaction	4. Transaction	5. Number of Derivative Securities Acquired	6. Date Exercisable and Expiration	7. Title and Amount of Underlying Securities	8. Percentage of Total
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Acquisition Date	Exercise Price	Code	Quantity	Acquired(A) or Disposed of(D)	Date(Month/Day/Year)	Expiration Date	Title and Number of Shares
5/1/01	\$8.72	M	138,185	D	2/12/93	12/14/01	Common Stock 138,185
5/2/01	\$8.72	M	191,200	D	2/12/93	12/14/01	Common Stock 191,200

Explanation of Responses:

(1) Shares held jointly with my wife, Anne.

(2) Shares held under the ITT Industries Investment and Savings Plan reflecting accumulations through May 15, 2001.

(3) Shares acquired upon exercises of employee stock options granted under Rule 16b-3 Plan.

SIGNATURE OF REPORTING PERSON

TRAVIS ENGEN

DATE

5/16/01