

Edgar Filing: ITT INDUSTRIES INC - Form 4

ITT INDUSTRIES INC
 Form 4
 January 31, 2001

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 WASHINGTON, D.C. 20549
 FORM 4

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

() 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
 Kamber, Martin
 ITT Industries, Inc.
 4 West Red Oak Lane
 White Plains, NY 10604
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
 1/31/01
5. If Amendment, Date of Original (Month/Year)
6. Relationship of Reporting Person(s) to Issuer (Check all applicable)
 () Director () 10% Owner (X) Officer (give title below) () Other
 (specify below)
 Senior Vice President
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) Amount	5. Amount of Securities Beneficially Owned at End of Month
Common Stock	12/31/00	A	1,988 (1)	(1)
Common Stock	1/31/01	S	1,988	\$40.00
Common Stock (RS) (2)				5,000
Common Stock (ISP) (3)				10,331

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

1. Title of Derivative Security	2. Conversion or Exercise	3. Transaction	4. Derivative Securities Acquired (A) or Disposed of (D)	5. Number of Derivative Securities Acquired (A) or Disposed of (D)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities	8. Percentage of Total Underlying Securities
---------------------------------	---------------------------	----------------	--	--	--	--	--

Edgar Filing: ITT INDUSTRIES INC - Form 4

	Price of			posed of (D)	Day/Year)					Title and Number	
	Deriva-				Date	Expir				of Shares	
	tive				A/	Exer-	ation				
	Secu-				D	cisa-	Date				
	urity	Date	Code	V	Amount	ble					
Employee Stock Option	(\$36.88	1/2/0	A	V	17,000	A	(4)	1/4/1	Common Stock	17,000	(4)
(Right to Buy)	(4)	1						1			

Explanation of Responses:

- (1) Shares awarded under the ITT Industries 1997 Long-Term Incentive Plan.
- (2) Restricted Stock held under the 1994 ITT Industries Incentive Stock Plan.
- (3) Shares held under the ITT Industries Investment and Savings Plan reflecting accumulations through 1/30/01.
- (4) Options granted under Rule 16b-3 Plan exercisable the earlier of 1/2/10 or after the NYSE closing price remains at least \$46.10 for 10 consecutive trading days.

SIGNATURE OF REPORTING PERSON
MARTIN KAMBER
DATE
1/31/01