

ITT INDUSTRIES INC

Form 4

November 01, 2004

**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  
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2005  
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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**MAFFEO VINCENT A**

(Last) (First) (Middle)

**ITT INDUSTRIES, INC., 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)

**10/29/2004**

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)

**SVP, General Counsel**

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	10/29/2004		M	24,000 A	\$ 39.56	39,129.032 D	
Common Stock	10/29/2004		S	24,000 D	\$ 80.09	15,129.032 (1) D	

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  
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SEC 1474  
(9-02)

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**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)	\$ 39.56	10/29/2004		M	24,000	(2) 01/06/2009	Common Stock 24,000

## Reporting Owners

Reporting Owner Name / Address	Relationships
MAFFEO VINCENT A ITT INDUSTRIES, INC. 4 WEST RED OAK LANE WHITE PLAINS, NY 10604	Director 10% Owner Officer Other SVP, General Counsel

## Signatures

/s/Kathleen S. Stolar, Secretary, ITT Industries, Inc. under power of attorney granted by Vincent A. Maffeo 11/01/2004

\_\_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).

Includes 15,129.032 shares owned by Mr. Maffeo directly of which 2,937.032 shares are held in the Direct Purchase, Sale and Dividend (1) Reinvestment Plan. Additionally, 13,620.7332 shares acquired under the ITT Industries Investment and Savings Plan reflecting accumulations through October 25, 2004 are held indirectly in a trust.

Options granted under the 1994 ITT Industries Incentive Stock Plan exercisable upon the earlier of 1/3 on each of the three anniversary (2) dates or a 25% increase in the closing price above the option exercise price on the NYSE for 10 consecutive trading days. The options became exercisable on January 5, 2002.

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.