

CIT GROUP INC  
Form 3  
May 17, 2007

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF 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)

<p>1. Name and Address of Reporting Person *</p> <p>KNITTEL C JEFFREY</p> <p>(Last) (First) (Middle)</p> <p>C/O CIT GROUP, 505 FIFTH AVENUE</p> <p>(Street)</p> <p>NEW YORK, NY 10017</p> <p>(City) (State) (Zip)</p>	<p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>05/08/2007</p>	<p>3. Issuer Name and Ticker or Trading Symbol</p> <p>CIT GROUP INC [CIT]</p>	<p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) President, Transportation Fin.</p>	<p>5. If Amendment, Date Original Filed(Month/Day/Year)</p>	<p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person</p>
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**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	21,760.4147	D	^

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

SEC 1473 (7-02)

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**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Title			

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		Expiration Date		Amount or Number of Shares		or Indirect (I) (Instr. 5)	
Option (Right to Buy)	Â <u>(1)(2)</u>	01/17/2014	Common Stock	5,556	\$ 56.54	D	Â
Option (Right to Buy)	Â <u>(1)(3)</u>	07/19/2013	Common Stock	6,667	\$ 47.28	D	Â
Option (Right to Buy)	Â <u>(1)(4)</u>	01/18/2013	Common Stock	5,883	\$ 51.43	D	Â
Option (Right to Buy)	Â <u>(1)(5)</u>	07/19/2015	Common Stock	15,000	\$ 43.01	D	Â
Option (Right to Buy)	Â <u>(1)(6)</u>	01/18/2015	Common Stock	9,000	\$ 41.89	D	Â
Option (Right to Buy)	07/21/2007 <u>(7)</u>	07/21/2014	Common Stock	20,000	\$ 37.6	D	Â
Option (Right to Buy)	05/12/2007 <u>(8)</u>	05/12/2014	Common Stock	18,182	\$ 34.43	D	Â
Option (Right to Buy)	01/21/2007 <u>(9)</u>	01/21/2014	Common Stock	10,000	\$ 39.22	D	Â
Option (Right to Buy)	02/05/2005 <u>(12)</u>	02/04/2012	Common Stock	10,462	\$ 39.8704	D	Â
Option (Right to Buy)	07/02/2002 <u>(13)</u>	11/18/2009	Common Stock	12,387	\$ 51.9237	D	Â
Option (Right to Buy)	07/02/2002 <u>(13)</u>	03/05/2009	Common Stock	8,258	\$ 74.4731	D	Â
Option (Right to Buy)	07/02/2002 <u>(13)</u>	11/19/2008	Common Stock	3,716	\$ 70.2409	D	Â
Option (Right to Buy)	07/02/2002 <u>(13)</u>	11/13/2007	Common Stock	8,093	\$ 65.3898	D	Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KNITTEL C JEFFREY C/O CIT GROUP 505 FIFTH AVENUE NEW YORK, NY 10017	Â	Â	Â President, Transportation Fin.	Â

## Signatures

/s/ James P. Shanahan, attorney-in-fact for Mr. Knittel

05/17/2007

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, *see* Instruction 5(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).

(1) Options vest in increments of 1/3 per year on the anniversary of the grant date for a period of 3 years.

(2) Options granted 1/17/2007.

(3) Options granted 7/19/2006.

(4) Options granted 1/18/2006.

(5) Options granted 7/19/2005.

(6) Options granted 1/18/2005.

(7) Options fully vest on 7/21/2007.

(8) Options fully vested on 5/12/2007.

(9) Options were fully vested as of 1/21/2007.

(10) Due to CIT's IPO, Tyco options were cancelled by Tyco and replaced by CIT on 7/2/2002 with CIT options vesting under the same schedule as the Tyco options. The Tyco to CIT conversion formula is disclosed in CIT Group Inc. Prospectus dated 7/1/02 ?Management ? Treatment of Tyco Options and Tyco Restricted Shares Held by CIT Employees?.

(11) Options initially granted on 2/5/2002 by Tyco International Ltd. vesting at the rate of 1/3 per year on the grant date anniversary for a period of 3 years.

(12) Options were fully vested on 2/5/2005.

(13) Options were fully vested on 7/2/2002.

(14) CIT options converted on 6/1/2001 into options of Tyco International Ltd. at the rate of .6907 Tyco option for 1 CIT option upon Tyco's acquisition of CIT.

(15) Options granted by The CIT Group, Inc. on 11/18/1999.

(16) Options granted by The CIT Group, Inc. on 3/5/1999.

(17) Options granted by The CIT Group, Inc. on 11/19/1998.

(18) Options granted by The CIT Group, Inc. on 11/13/1997.

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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