Edgar Filing: PARRS MARIANNE M - Form 4

PARRS MA	RIANNE M										
Form 4											
May 14, 200	9										
FORM 4 UNITED STATES SECURITIES AND EXCHANCE COMMISSION							OMB AF	PROVAL			
UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549								OMB Number:	3235-0287		
Check this box if no longer									Expires:	January 31,	
subject to		TEMENT O	F CHANGES IN BENEFICIAL OW				LOW	NERSHIP OF	Estimated a	2005 Verage	
Section 16. SECURIT					TIES				burden hours per		
Form 4 o Form 5			~ • •		~	_			response	0.5	
obligation		-					-	e Act of 1934,			
may cont				•	•	• •		f 1935 or Section	1		
See Instru	uction	30(n)	of the In	vestment	Company	Act	OI 194	+0			
1(b).											
(Print or Type F	Responses)										
× 51	1										
1. Name and Address of Reporting Person _ 2. Issuer Name and Ticker or Trading 5. Relationship of						5. Relationship of	f Reporting Person(s) to				
PARRS MARIANNE M Symbo				_				Issuer			
			CIT GR	OUP INC	C [CIT]			(Chaole all applicable)			
(Last) (First) (Middle) 3. E			3. Date of Earliest Transaction					(Check all applicable)			
				Month/Day/Year)				_X_ Director	10%	Owner	
				05/12/2009				Officer (give title Other (specify			
DRIVE, #32	251-9							below)	below)		
	(Street)		4. If Amendment, Date Original					6. Individual or Joint/Group Filing(Check			
````				Filed(Month/Day/Year)				Applicable Line)			
								_X_ Form filed by C			
LIVINGST	ON, NJ 07039	)						Form filed by M Person	lore than One Re	porting	
(City)	(State)	(Zip)									
(eng)	(blate)	(Eip)	Tabl	e I - Non-D	erivative S	ecuri	ties Acc	uired, Disposed of	, or Beneficial	ly Owned	
1.Title of	2. Transaction						5. Amount of	6.	7. Nature of		
Security (Month/Da (Instr. 3)		ear) Executio any	Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5)				Beneficially	Ownership In Form: Direct B	Indirect Beneficial		
(Month/Da								<i>'</i> )	(D) or	Ownership	
								Following	Indirect (I)	(Instr. 4)	
						(A)		Reported Transaction(s)	(Instr. 4)		
				a		or		(Instr. 3 and 4)			
Common				Code V	Amount	(D)	Price ¢				
Common Stock	05/12/2009	2)		A <u>(2)</u>	15,674	А	\$ 3.19	35,923.8671	D		
STOCK							5.19				

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.

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

 (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5. Number of	6. Date Exer	cisable and	7. Title and A	Amount of	8
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	orDerivative	Expiration Date		Underlying Securities		I
Security	or Exercise		any	Code Securities		(Month/Day/Year)		(Instr. 3 and 4)		S
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8) Acquired (A)						(
	Derivative			or Disposed of						
	Security			(D)						
				(Instr. 3, 4,						
					and 5)					
						Date Exercisable	Expiration Date	Title	Amount or Number	
				Code V	(A) (D)				of Shares	
Option (Right to Buy)	\$ 3.19	05/12/2009		А	51,887	<u>(1)</u>	05/12/2016	Common Stock	51,887	

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## **Reporting Owners**

<b>Reporting Owner Name / Address</b>	Relationships							
	Director	10% Owner	Officer	Other				
PARRS MARIANNE M C/O CIT GROUP INC. 1 CIT DRIVE, #3251-9 LIVINGSTON, NJ 07039	Х							
Signatures								
James P. Shanahan, Attorney-in-Fact for Ms.								
Parrs			05/14/2009					

**

05/14/2009 Date

<u>**</u>Signature of Reporting Person

## **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).
- (1) Options vest and become exercisable in three equal installments on each of the 1st, 2nd, and 3rd anniversaries of the grant date.

Deletionships

(2) Shares vest in three equal installments on each of the 1st, 2nd, and 3rd anniversaries of the grant date.

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.

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