Edgar Filing: UNGER LAURA S - Form 4

UNGER LA	URA S										
Form 4											
May 13, 201	10										
FORM		OMB APPROVAL									
	UNITED	STATES		RITIES A shington			E COMMISSION	N OMB Number:	3235-0287		
Check th if no lon subject t Section Form 4 c		NGES IN SECUI	Estimated a burden hou	Expires: January 31, 2005 Estimated average burden hours per response 0.5							
obligation may con	Form 5 obligations may continue.Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,See InstructionSection 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)										
1. Name and Address of Reporting Person <u>*</u> UNGER LAURA S			2. Issuer Name and Ticker or Trading Symbol CIT GROUP INC [CIT]				5. Relationship of Reporting Person(s) to Issuer				
(Last) (First) (Middle)			3. Date of Earliest Transaction				(Check all applicable)				
C/O CIT GROUP INC., 1 CIT DRIVE, #3251-9			(Month/Day/Year) 05/11/2010			X_ Director 10% Owner Officer (give title Other (specify below) below)					
(Street)			4. If Amendment, Date Original Filed(Month/Day/Year)			 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting 					
LIVINGST	ON, NJ 07039						Person	More than One R	eporting		
(City)	(State)	(Zip)	Tat	le I - Non-	Derivative	Securities A	Acquired, Disposed	of, or Beneficia	lly Owned		
1.Title of Security (Instr. 3)2. Transaction Date (Month/Day/Year)2A. Deem Execution any (Month/D		Date, if TransactionAcquired (A) of Code Disposed of (I		(A) or of (D)	Securities Beneficially Owned	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)				
				Code V	Amount	(A)or(D) Price	Transaction(s) (Instr. 3 and 4)				
Reminder: Re	port on a separate line	e for each cl	ass of sec	urities bene	ficially own	ned directly	or indirectly.				
					inforn requir	nation con ed to resp lys a curre	spond to the colle tained in this form ond unless the fo ntly valid OMB co	n are not rm	SEC 1474 (9-02)		

 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 Exercisable and	7. Title and Amount of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	TransactiorDerivative		Expiration Date	Underlying Securities
Security	or Exercise		any	Code	Securities Acquired	(Month/Day/Year)	(Instr. 3 and 4)

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8)	(A) or Disposed of (D) (Instr. 3, 4, and 5)					
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Restricted Stock Units	<u>(1)</u>	05/11/2010		А	2,721.6175		(2)	(2)	Common Stock	2,721.6

Reporting Owners

Reporting Owner Name / Address	Relationships							
1 8	Director	10% Owner	Officer	Other				
UNGER LAURA S C/O CIT GROUP INC. 1 CIT DRIVE, #3251-9 LIVINGSTON, NJ 07039	Х							
Signatures								

/s/ James P. Shanahan, attorney-in-fact for Ms. Unger **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).
- (1) Each restricted stock unit represents one share of CIT common stock.

RSU's are scheduled to vest in three equal installments on the first, second and third anniversaries of the date of grant and are payable(2) 50% in shares of CIT common stock and 50% in cash which payment shall be based on the closing price of CIT common stock on the vesting 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.