TOBIN PETER J Form 5

February 10, 2012

Check this box if

no longer subject

to Section 16.

OMB APPROVAL FORM 5 **OMB** UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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ANNUAL STATEMENT OF CHANGES IN BENEFICIAL Form 4 or Form 5 obligations OWNERSHIP OF SECURITIES may continue. See Instruction

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, 1(b). Form 3 Holdings Section 17(a) of the Public Utility Holding Company Act of 1935 or Section Reported 30(h) of the Investment Company Act of 1940

Form 4

Transactions Reported

Reminder: Report on a separate line for each class of

securities beneficially owned directly or indirectly.

1. Name and Address of Reporting Person * 2. Issuer Name and Ticker or Trading 5. Relationship of Reporting Person(s) to Issuer TOBIN PETER J Symbol CIT GROUP INC [CIT] (Check all applicable) 3. Statement for Issuer's Fiscal Year Ended (Last) (First) (Middle) (Month/Day/Year) _X_ Director 10% Owner Officer (give title 12/31/2011 Other (specify below) below) C/O CIT GROUP INC., 1 CIT DRIVE, #3251-9 (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Reporting Filed(Month/Day/Year) (check applicable line) LIVINGSTON, NJÂ 07039 _X_ Form Filed by One Reporting Person Form Filed by More than One Reporting (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1. Title of 2. Transaction Date 2A. Deemed 3. 4. Securities Acquired 5. Amount of 7. Nature of Transaction Security (Month/Day/Year) Execution Date, if (A) or Disposed of (D) Securities Ownership Indirect (Instr. 3) Code (Instr. 3, 4 and 5) Beneficially Form: Direct Beneficial any (Month/Day/Year) (Instr. 8) Owned at end (D) or Ownership (Instr. 4) of Issuer's Indirect (I) Fiscal Year (Instr. 4) (A) (Instr. 3 and or Amount (D) Price Common Â Â 10/28/2011 $D4^{(1)}$ 2,452 D 0.6248 Stock 35.8

> Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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SEC 2270

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1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Titl	le and	8. Price of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	Number	Expiration D	ate	Amou	ınt of	Derivative
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Secur	ities	(Instr. 5)
	Derivative				Securities	urities		(Instr.	3 and 4)	
	Security				Acquired			·		
	•				(A) or					
					Disposed					
					of (D)					
					(Instr. 3,					
					4, and 5)					
									Amount	
						Date	Expiration		or	
						Exercisable	Date	Title I	Number	
									of	
					(A) (D)				Shares	

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Reporting Owners

Reporting Owner Name / Address	Relationships						
FG	Director	10% Owner	Officer	Othe			
TOBIN PETER J							
C/O CIT GROUP INC.	ÂΧ	Â	â	â			
1 CIT DRIVE, #3251-9	АЛ	А	А	А			
LIVINGSTON, NJ 07039							

Signatures

/s/ James P. Shanahan, Attorney-in-Fact for Mr. 02/08/2012 Tobin

**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) Fractional shares of restricted stock released to filer were settled in cash.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.

Date

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