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Form 4	C										
May 12, 2016									PPROVAL		
FORM 4	N OMB Number:	3235-0287									
Check this box if no longer				shington	Expires:	January 31,					
subject to Section 16. Form 4 or	STATEN		SECUI	burden hou response	urs per						
Form 5 obligations may continue. See Instruction 1(b). 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 Respo	onses)										
1. Name and Addre UNGER LAUR	2. Issuer Name and Ticker or Trading Symbol CIT GROUP INC [CIT]				5. Relationship of Reporting Person(s) to Issuer						
(Last)	3. Date of	of Earliest T	ransaction		(Check all applicable)						
C/O CIT GROUP INC., 1 CIT DRIVE, #3251-9			(Month/Day/Year) 05/10/2016				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				
LIVINGSTON,	NJ 07039						Person	More than One R	eporting		
(City)	(State)	(Zip)	Tab	le I - Non-l	Derivative	Securities A	Acquired, Disposed	of, or Beneficia	lly Owned		
	ansaction Date nth/Day/Year)	2A. Deem Execution any (Month/Da	Date, if	Code (Instr. 8)	4. Securiti mAcquired Disposed (Instr. 3, 4	(A) or of (D) 4 and 5) (A) or	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)		
	<i>.</i> 1	C 1 1	C	Code V		(D) Price					
Reminder: Report of	n a separate line	e for each cl	ass of sec	unties bene	Perso inform requir	ns who rest nation cont ed to resp ys a curre	or indirectly. spond to the colle tained in this forn 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	Transacti	orDerivative	Expiration Date	Underlying Securities
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8		Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)					
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number or Shares
Restricted Stock Units	<u>(1)</u>	05/10/2016		A		3,148.426 $(2) (3)$		(4)	<u>(4)</u>	Common Stock	3,148.42

05/11/2016

Date

Reporting Owners

Reporting Owner Name / Address	Relationships								
	Director	10% Owner	Officer	Other					
UNGER LAURA S C/O CIT GROUP INC. 1 CIT DRIVE, #3251-9 LIVINGSTON, NJ 07039	Х								
Signatures									
	• • • •	11							

/s/ James P. Shanahan, attorney-in-fact for Ms. Unger

<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) Each restricted stock unit ("RSU") has the economic equivalent of one share of CIT common stock.
- (2) Filer elected to defer issuance of stock until no longer a member of the Board.
- (3) Filer elected to receive 100% stock upon settlement.
- (4) RSUs are scheduled to vest in three equal installments on May 15, 2017, 2018, and 2019 and are payable 50% in shares of CIT common stock and 50% in cash. The cash 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.