

Edgar Filing: CIT GROUP INC - Form 4

CIT GROUP INC
 Form 4
 August 12, 2002

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 WASHINGTON, D.C. 20549
 FORM 4

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

() Check this box if no longer subject to Section 16.
 Form 4 or Form 5 obligations may continue. See Instructions 1(b).

1. Name and Address of Reporting Person
 John S. Chen
 1211 Avenue of the Americas
 NY, New York 10036
2. Issuer Name and Ticker or Trading Symbol
 CIT Group Inc. (CIT)
3. IRS or Social Security Number of Reporting Person (Voluntary)
4. Statement for Month/Year
 7/2002
5. If Amendment, Date of Original (Month/Year)
6. Relationship of Reporting Person(s) to Issuer (Check all applicable)
 (X) Director () 10% Owner () Officer (give title below) () Other
 (specify below)
7. Individual or Joint/Group Filing (Check Applicable Line)
 (X) Form filed by One Reporting Person
 () Form filed by More than One Reporting Person

Table I -- Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security	2. Transaction Date	3. Code	4. Securities Acquired (A) or Disposed of (D) Amount	5. Amount of Securities Beneficially Owned at End of Month

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

1. Title of Derivative Security	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date	4. Code	5. Number of Derivative Securities Acquired (A) or Disposed of (D) Amount	6. Date Exercisable and Expiration Date	7. Title and Amount of Underlying Securities	8. Put or Call
Option 10/26/00 6) 1,2,3,4	(\$34.06) \$34.06	7/2/2002	A	4129	7/2/2002 - 10/26/2010	Common Stock	4129
Option 11/29/00 7) 2,3,4,5	(\$40.57) \$40.57	7/2/2002	A	1475	7/2/2002 - 11/29/2010	Common Stock	1475

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Option 01/24/01 (\$52.68) 2,3,4,6	\$52.68	7/2/2002	A	V	2581	A	7/2/2002	01/24/2011	Common Stock	2581
Option 07/02/02 (\$23) 7	\$23.00	7/2/2002	A	V	10000	A	7/2/2005	7/2/2012	Common Stock	10000

Explanation of Responses:

1. Represents options originally granted on 10/26/2000 by The CIT Group, Inc., which are fully vested.
2. Options originally granted by The CIT Group, Inc. were 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.
3. Tyco options were cancelled by Tyco and replaced by CIT on 7/2/02 with CIT options vesting under the same schedule as the Tyco options due to CIT's IPO.
4. Conversion formula from Tyco to CIT is disclosed in CIT Group Inc. Prospectus dated 7/1/02 in "Management - Treatment of Tyco Options and Tyco Restricted Shares Held by CIT Employees".
5. Represents options originally granted on 11/29/2000 by The CIT Group, Inc., which are fully vested.
6. Represents options originally granted on 1/24/2001 by The CIT Group, Inc., which are fully vested.
7. Options granted by CIT Group Inc. at the IPO price of \$23.00, which vest in 33 1/3% increments each year for a period of 3 years.