

ITT CORP
Form 3
May 16, 2008

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

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 Responses)

1. Name and Address of Reporting Person *		2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol	
Chicles Aris C		(Month/Day/Year)	ITT CORP [ITT]	
(Last)	(First)	(Middle)	05/13/2008	
4 WEST RED OAK LANE			4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
(Street)			(Check all applicable)	
WHITE PLAINS, NY 10604			<input type="checkbox"/> Director	<input type="checkbox"/> 10% Owner
(City)	(State)	(Zip)	<input checked="" type="checkbox"/> Officer	<input type="checkbox"/> Other
			(give title below)	(specify below)
			Senior Vice President	
			6. Individual or Joint/Group Filing(Check Applicable Line)	
			<input checked="" type="checkbox"/> Form filed by One Reporting Person	
			<input type="checkbox"/> Form filed by More than One Reporting Person	

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	4,536 ⁽¹⁾	D	^

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

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

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of	

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				Shares		(I) (Instr. 5)	
Common Stock	Â (2)	06/02/2013	Common Stock	4,742	\$ 53.08	D	Â
Common Stock	Â (3)	03/07/2014	Common Stock	5,895	\$ 57.99	D	Â
Common Stock	Â (4)	03/10/2015	Common Stock	8,305	\$ 53.09	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Chicles Aris C 4 WEST RED OAK LANE WHITE PLAINS, NY 10604	Â	Â	Â Senior Vice President	Â

Signatures

/s/Kathleen S. Stolar, Secretary of ITT Corporation, by power of attorney for Aris Chicles

05/16/2008

__Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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) Shares of restricted stock awarded under the ITT Corporation 2003 Equity Incentive Plan.
- (2) Options awarded on 6/2/2006 under the ITT Corporation 2003 Equity Incentive Plan. Options will become exercisable in one-third cumulative installments after the first, second and third anniversaries of the date of grant.
- (3) Options awarded on 3/7/2007 under the ITT Corporation 2003 Equity Incentive Plan. Options will become exercisable in one-third cumulative installments after the first, second and third anniversaries of the date of grant.
- (4) Options awarded on 03/10/2008 under the ITT Corporation 2003 Equity Incentive Plan. Options will become exercisable in one-third cumulative installments after the first, second and third anniversaries of the date of grant.

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.