

ITT Inc.
Form 4
November 16, 2016

FORM 4

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

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

**STATEMENT OF CHANGES IN 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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Chicles Aris C

(Last) (First) (Middle)

C/O ITT INC. 1133
WESTCHESTER AVENUE

(Street)

WHITE PLAINS, NY 10604

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

ITT Inc. [ITT]

3. Date of Earliest Transaction
(Month/Day/Year)

11/15/2016

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
__X__ Officer (give title ____ Other (specify
below) below)

See Remarks

6. 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 (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			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)
			Code	V	Amount	(A) or (D) Price			
Common Stock	11/15/2016		M		32,217	A \$ 21.5289	72,117	D	
Common Stock	11/15/2016		S		32,217	D \$ 38.3661 (1)	39,900	D	
Common Stock	11/15/2016		M		24,163	A \$ 19.965	64,063	D	
Common Stock	11/15/2016		S		24,163	D \$ 38.1575 (2)	39,900	D	

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

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(9-02)

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 21.5289	11/15/2016		M		32,217		<u>(3)</u>	03/03/2021	Common Stock	32,217
Employee Stock Option (Right to Buy)	\$ 19.965	11/15/2016		M		24,163		<u>(4)</u>	03/05/2020	Common Stock	24,163

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Chicles Aris C C/O ITT INC. 1133 WESTCHESTER AVENUE WHITE PLAINS, NY 10604	See Remarks

Signatures

/s/ Lori B. Marino, Secretary of ITT Inc., by Power of Attorney for Aris C.
Chicles

11/16/2016

__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).

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- (1) This price represents the approximate weighted average price per share of sales of common stock of ITT Inc. (the "Issuer"), which were executed at prices ranging from \$38.31 to \$38.41 per share. The reporting person undertakes to provide, upon request by the Securities and Exchange Commission staff (the "Staff"), the Issuer or a security holder of the Issuer, full information regarding the number of shares sold at each price.

- (2) This price represents the approximate weighted average price per share of sales of common stock of the Issuer, which were executed at prices ranging from \$38.10 to \$38.27 per share. The reporting person undertakes to provide, upon request by the Staff, the Issuer or a security holder of the Issuer, full information regarding the number of shares sold at each price.

- (3) These options were granted on March 3, 2011 and are fully vested and exercisable.

- (4) These options were granted on March 5, 2010 and are fully vested and exercisable.

Remarks:

EVP and President, Industrial Process

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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