

ITT CORP  
Form 8-K  
July 15, 2009

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

**FORM 8-K  
CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the  
Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported): July 15, 2009**

**ITT CORPORATION**

(Exact name of registrant as specified in its charter)

Indiana  
(State or other jurisdiction  
of incorporation)

1-5672  
(Commission  
File Number)

13-5158950  
(I.R.S. Employer  
Identification No.)

1133 Westchester Avenue  
White Plains, New York  
(Address of principal  
executive offices)

10604  
(Zip Code)

Registrant's telephone number, including area code: (914) 641-2000

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (See General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Not Applicable

(Former name or former address, if changed since last report)

**Section 5 Corporate Governance and Management**

**Item 5.03 Amendment to Articles of Incorporation or By-laws**

On July 15, 2009, the ITT Corporation Board of Directors approved an amendment to the Company's By-laws, effective on such date, by adding Section 2.13, which provides that the Corporation has elected to opt out of Indiana Code Section 23-1-33-6 (c). As recently amended, Indiana Code Section 23-1-33-6 (c) requires Indiana corporations to stagger the terms of director elections unless a corporation adopts a By-law amendment no later than July 31, 2009 electing not to be governed thereby. By opting out of this amended statute, the Corporation's directors will continue to be elected annually.

A copy of the Company's amended By-laws is attached herewith as Exhibit 3.1 to this Current Report on Form 8-K.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits:

Exhibit Number	Description
Exhibit 3.1	Certificate of Amendment of the By-laws of ITT Corporation, as adopted July 15, 2009.

**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

ITT CORPORATION

By: /Kathleen S. Stolar/  
Kathleen S. Stolar

Its: Vice President, Secretary  
and Associate General Counsel

Date: July 15, 2009