

Edgar Filing: ITT INDUSTRIES INC - Form 4

ITT INDUSTRIES INC

Form 4

February 19, 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

Driesse, Henry J.

ITT Defense

1650 Tysons Boulevard

McLean, VA 22012

2. Issuer Name and Ticker or Trading Symbol

ITT Industries, Inc.

ITT

3. IRS or Social Security Number of Reporting Person (Voluntary)

4. Statement for Month/Year

2/19/02

5. If Amendment, Date of Original (Month/Year)

6. Relationship of Reporting Person(s) to Issuer (Check all applicable)

( ) Director ( ) 10% Owner (X) Officer (give title below) ( ) Other

(specify below)

Senior Vice President

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. Transaction Code	4. Securities Acquired (A) or Disposed of (D) Amount	5. Amount of Securities Beneficially Owned at End of Month
Common Stock				15,335
Common Stock (DRIP) (1)				268
Common Stock (ISP) (2)				19,053
Common Stock	2/11/02	M	26,327	A \$15.72
Common Stock	2/11/02	S	26,327	D \$53.69 - 0 -

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

1. Title of Derivative Security	2. Conversion or Exercise	3. Transaction	4. Transaction	5. Number of Derivative Securities Acquired	6. Date Exercisable and Expiration	7. Title and Amount of Underlying Securities	8. Percentage of Total
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Acquisition	Price	Date	Code	Amount	Disposition	Date	Expiration	Title and Number of Shares
Employee Stock Option (Right to Buy) (3)	\$15.72	2/11/02	M	26,327	D	10/14/96	10/16/03	Common Stock 26,327

Explanation of Responses:

(1) Shares acquired under the Direct Purchase, Sale & Dividend Reinvestment Plan reflecting accumulations through February 4, 2002.

(2) Shares acquired under the ITT Industries Investment and Savings Plan reflecting accumulations through January 31, 2002.

(3) Options granted under Rule 16b-3 plan.

SIGNATURE OF REPORTING PERSON

HENRY J. DRIESSE

DATE

2/19/02