

ITT Inc.
Form 4
March 09, 2017

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Scalera Thomas M

(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)
03/07/2017

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
EVP & Chief Financial Officer

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	03/07/2017		F		1,381 ⁽¹⁾	D	\$ 41.15
Common Stock	03/07/2017		S		22,000	D	\$ 40.8209 ⁽²⁾
Common Stock	03/07/2017		M		49,928	A	\$ 20.28
Common Stock	03/07/2017		M		29,115	A	\$ 22.8
Common Stock	03/07/2017		M		22,975	A	\$ 26.76

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Common Stock	03/07/2017	S	102,018	D	\$ 40.8026 (3)	39,216	D	
Common Stock						757.5024 (4)	I	By 401(k) plan

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

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SEC 1474
(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)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 20.28	03/07/2017		M	49,928	(5) 11/07/2021	Common Stock	49,928	
Employee Stock Option (Right to Buy)	\$ 22.8	03/07/2017		M	29,115	(6) 03/08/2022	Common Stock	29,115	
Employee Stock Option (Right to Buy)	\$ 26.76	03/07/2017		M	22,975	(7) 03/05/2023	Common Stock	22,975	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other

Scalera Thomas M
C/O ITT INC. 1133 WESTCHESTER AVENUE
WHITE PLAINS, NY 10604

EVP & Chief
Financial
Officer

Signatures

/s/ Lori B. Marino, Secretary of ITT Inc., by Power of Attorney for Thomas M.
Scalera

03/09/2017

__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).

(1) Reflects the withholding of 1,381 shares of common stock to pay the tax liability incident to the vesting on March 4, 2017 of restricted stock units granted under the ITT 2011 Omnibus Incentive Plan on March 4, 2014. The number of shares withheld was determined on March 7, 2017 based on the average of the high/low trading price of the common stock of ITT Inc. (the "Issuer") on March 6, 2017.

(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 \$40.71 to \$40.94 per share. The reporting person undertakes to provide, upon request by the Securities and Exchange Commission staff, the Issuer or a security holder of the Issuer, full information regarding the number of shares sold at each price.

(3) This represents the sale of shares underlying the options the exercise of which is reported on this form. 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 \$40.56 to \$40.99 per share. The reporting person undertakes to provide, upon request by the Securities and Exchange Commission staff, the Issuer or a security holder of the Issuer, full information regarding the number of shares sold at each price.

(4) As of March 7, 2017.

(5) These options were granted on November 7, 2011 and vested in three equal annual installments beginning on the first anniversary of the grant date.

(6) These options were granted on March 8, 2012 and vested in full on March 8, 2015.

(7) These options were granted on March 5, 2013 and vested in full on March 5, 2016.

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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