

OMB APPROVAL	
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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 Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>Flynn Ryan F.</u> (Last) (First) (Middle) <u>C/O ITT INC.1133 WESTCHESTER AVENUE</u> (Street) <u>WHITE PLAINS NY 10604</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>ITT Inc. [ITT]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) See Remarks
	3. Date of Earliest Transaction (Month/Day/Year) <u>02/23/2020</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

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	02/23/2020		M		3,600	A	(1)	6,000	D	
Common Stock	02/28/2020		F		1,464 ⁽²⁾	D	\$67.37	4,536	D	
Common Stock	02/26/2020		M		940	A	(3)	5,476	D	
Common Stock	02/28/2020		F		383 ⁽⁴⁾	D	\$62.65	5,093	D	

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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Restricted Stock Units	(1)	02/23/2020		M			3,600	(1)	(1)	Common Stock	3,600	\$0.00	0	D	
Restricted Stock Units	(3)	02/26/2020		M			940	(3)	(3)	Common Stock	940	\$0.00	940	D	

Explanation of Responses:

- On February 23, 2017, the reporting person was granted 3,600 restricted stock units, all of which vested on February 23, 2020 on a one-for-one basis.
- Reflects the withholding of 1,464 shares of common stock to pay the tax liability incident to the vesting on February 23, 2020 of restricted stock units granted, as described in footnote (1) above. The number of shares withheld was determined on February 28, 2020 based on the average of the high/low price of the issuer's common stock on February 24, 2020.
- On February 26, 2018, the reporting person was granted 2,820 restricted stock units, vesting in three equal annual installments beginning on February 26, 2019 on a one-for-one basis.
- Reflects the withholding of 383 shares of common stock to pay the tax liability incident to the vesting on February 26, 2020 of restricted stock units granted, as described in footnote (3) above. The number of shares withheld was determined on February 28, 2020 based on the average of the high/low price of the issuer's common stock on February 26, 2020.

Remarks:

SVP and President, Asia Pacific Region

/s/ Mary Beth Gustafsson,
Secretary of ITT Inc., by
Power of Attorney for Ryan F. Flynn
03/02/2020

** Signature of Reporting Person Date

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

* 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).

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

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 Number.