

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  
Gendron, Gerard  
ITT Cannon Division  
666 E. Dyer Road  
Santa Ana, CA 92705-5612
2. Issuer Name and Ticker or Trading Symbol  
ITT Industries, Inc.  
IIN
3. IRS or Social Security Number of Reporting Person (Voluntary)
4. Statement for Month/Year  
2/4/00
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)  
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)<br>Amount | A/ D | Price | 5. Amount of Securities Beneficially Owned at End of Month | 6. Direct (D) or Indirect (I) | 7. Nature of Indirect Beneficial Ownership |
|-------------------------|---------------------|---------------------|---|------|-------|--|-------------------------------|--|
| Common Stock (1)        | 12/31/99            | A                   | 759   | A    | (1)   | 759  | D                             |  |
| Common Stock (DRIP) (2) |                     |                     |   |      |       | 2,311  | D                             |  |
| Common Stock (ISP) (3)  |                     |                     |   |      |       | 16,219   | I                             | In Trust                                   |

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

| 1. Title of Derivative Security | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date | 4. Transaction Code | 5. Number of Derivative Securities Acquired (A) or Disposed of (D)<br>Amount | A/ D | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities<br>Title and Number of Shares | 8. Price of Derivative Security | 9. Number of Derivative Securities Beneficially Owned at End of Month | 10. Direct (D) or Indirect (I) | 11. Nature of Indirect Beneficial Ownership |
|---------------------------------|--|---------------------|---------------------|--|------|--|--|---------------------------------|---|--------------------------------|---|
| Stock Option (Right to Buy) (4) | \$33.31  | 1/3/00              | A                   | 25,000   | A    | (4) 1/5/10   | Common Stock 25,000  |                                 | 25,000  | D                              |   |

Explanation of Responses:

- (1) Shares awarded under the ITT Industries 1997 Long-Term Incentive Plan.
- (2) Shares held under the Direct Purchase, Sale & Dividend Reinvestment Plan reflecting accumulations through 1/31/00.
- (3) Shares held under the ITT Industries Investment and Savings Plan reflecting accumulations through 1/31/00.
- (4) Options granted under Rule 16b-3 Plan exercisable 1/3 on each of 1/3/01, 02 and 03 or after NYSE closing price remains at least \$41.64 for 10 consecutive trading days, whichever occurs first.

SIGNATURE OF REPORTING PERSON  
GERARD GENDRON  
DATE  
2/4/00