

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
 Martin, Thomas R.
 ITT Industries, Inc.
 4 West Red Oak Lane
 White Plains, NY 10604
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
 3/26/02
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, Director - Corporate Relations
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	6. Director (D) or Indirect (I)	7. Nature of Indirect Beneficial Ownership
Common Stock				4,716	D	
Common Stock (ISP) (1)				924	I	In Trust
Common Stock	3/15/02	M	8,000	A \$23.25		
Common Stock	3/15/02	S	8,000	D \$62.50		- 0 -

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

1. Title of Derivative Security	2. Conversion or Exercise Price of Derivative	3. Transaction Date	4. Transaction Code	5. Number of Derivative Securities Acquired (A) or Disposed of (D) Amount	6. Date Exercisable and Expiration Date	7. Title and Amount of Underlying Securities	8. Price of Derivative Security	9. Number of Derivative Securities	10. Director (D) or Indirect (I)	11. Nature of Indirect Beneficial Ownership
Employee Stock Option (Right to Buy) (2)	\$23.25	3/15/02	M	8,000	D 9/10/99 - 9/12/06	Common Stock 8,000		- 0 -		

Explanation of Responses:
 (1) Shares acquired under the ITT Industries Investment and Savings Plan reflecting accumulations through March 25, 2002.
 (2) Option granted under Rule 16 b-3 plan.

SIGNATURE OF REPORTING PERSON
 THOMAS R. MARTIN
 DATE
 3/26/02