

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
 Williams, Edward W.
 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
 1/31/01
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 and Corporate Controller
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. Code | 4. Securities Acquired (A) or Disposed of (D) | | | 5. Amount of Securities Beneficially Owned at End of Month | 6. Direct (D) or Indirect (I) | 7. Nature of Indirect Beneficial Ownership |
|-------------------------|---------------------|---------|---|-----------|-------|--|-------------------------------|--|
| | | | Amount | A/D | Price | | | |
| Common Stock | 12/31/00 | A | V | 2,155 (1) | A (1) | 3,934 | D | |
| Common Stock (DRIP) (2) | | | | | | 84 | D | |
| Common Stock (ISP) (3) | | | | | | 6,152 | 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. Code | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) | | | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities | 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 | |
|--|--|---------------------|---------|--|--------|-------|--|--|---------------------------------|---|--------------------------------|---|--|
| | | | | Amount | A/D | Price | | | | | | | |
| Employee Stock Option (Right to Buy) (4) | \$36.88 | 1/2/01 | A | V | 17,000 | A (4) | 1/4/11 | Common Stock | 17,000 | (4) | 17,000 | 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 1/30/01.
- (3) Shares held under the ITT Industries Investment and Savings Plan reflecting accumulations through 1/30/01.
- (4) Options granted under Rule 16b-3 Plan exercisable 1/3 on each of 1/2/02, 03 and 04 or after NYSE closing price remains at least \$46.10 for 10 consecutive trading days, whichever occurs first.

SIGNATURE OF REPORTING PERSON
 EDWARD W. WILLIAMS
 DATE
 1/31/01