

**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

OMB APPROVAL	
OMB Number:	3235-0287
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1. Name and Address of Reporting Person* <u>Gaffney Steven F</u>			2. Issuer Name and Ticker or Trading Symbol <u>ITT INDUSTRIES 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) <u>Vice President</u>			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>10/03/2005</u>						
<u>4 WEST RED OAK LANE</u>			4. If Amendment, Date of Original Filed (Month/Day/Year)			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person			
(Street)	(City)	(State)	(Zip)						
<u>WHITE PLAINS</u>	<u>NY</u>	<u>10604</u>							

**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			
<u>Common Stock</u>	<u>10/03/2005</u>		<u>A</u>		<u>6,000</u>	<u>A</u>	<u>\$114.91</u>	<u>6,000<sup>(1)</sup></u>	<u>D</u>	

**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
<u>Employee Stock Option (Right to Buy)</u>	<u>\$114.91</u>	<u>10/03/2005</u>		<u>A</u>		<u>5,000</u>		<u>(2)</u>	<u>10/03/2012</u>	<u>Common Stock</u>	<u>5,000</u>	<u>\$0.00</u>	<u>5,000</u>	<u>D</u>	

**Explanation of Responses:**

- The reporting person was granted 6,000 shares of restricted stock on October 3, 2005 under the 2003 equity incentive plan. 3,000 shares will vest three years from the grant date and 3,000 shares will vest five years from the grant date. As of September 30, 2005, the reporting person also has 705,5657 shares acquired under the ITT Industries Investment and Savings Plan held indirectly in a trust.
- Options granted under the ITT Industries, Inc. 2003 Equity Incentive Plan. Options will vest as follows: 1/3 of the shares one year after the date of grant, 1/3 after two years after the date of grant and 1/3 three years after the date of grant. There is no stock appreciation threshold. The option term is seven years.

**Remarks:**

/s/Kathleen S. Stolar, Secretary,  
ITT Industries, Inc. under 10/05/2005  
power of attorney granted by  
Steven F. Gaffney.

\*\* 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.