

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 | |
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| 1. Name and Address of Reporting Person * <u>REICHELDERFER BRENDA</u> (Last) (First) (Middle) 4 WEST RED OAK LANE (Street) WHITE PLAINS NY 10604 (City) (State) (Zip) | 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>Senior Vice President</u> |
| | 3. Date of Earliest Transaction (Month/Day/Year) 05/25/2005 | |
| | | 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person |

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 | 05/25/2005 | | M | | 11,000 | A | \$33.31 | 16,938.4 | D | |
| Common Stock | 05/25/2005 | | M | | 14,000 | A | \$36.88 | 30,938.4 | D | |
| Common Stock | 05/25/2005 | | M | | 20,000 | A | \$50.65 | 50,938.4 | D | |
| Common Stock | 05/25/2005 | | S | | 100 | D | \$93.1 | 50,838.4 | D | |
| Common Stock | 05/25/2005 | | S | | 300 | D | \$93.03 | 50,538.4 | D | |
| Common Stock | 05/25/2005 | | S | | 600 | D | \$93.01 | 49,938.4 | D | |
| Common Stock | 05/25/2005 | | S | | 43,000 | D | \$93 | 6,938.4 | D | |
| Common Stock | 05/25/2005 | | S | | 1,000 | D | \$93.03 | 5,938.4 ⁽¹⁾ | 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) | |
|--|--|--------------------------------------|--|--------------------------------|--|--------|--|-----------------|---|--|--|---|--|-------|
| | | | | | (A) | (D) | Date Exercisable | Expiration Date | | | | | | Title |
| Employee Stock Option (Right to Buy) | \$33.31 | 05/25/2005 | | M | | 11,000 | (2) | 01/05/2010 | Common Stock | 11,000 | \$0.00 | 0 | D | |
| Employee Stock Option (Right to Buy) | \$36.88 | 05/25/2005 | | M | | 14,000 | (3) | 01/04/2011 | Common Stock | 14,000 | \$0.00 | 0 | D | |
| Common Stock (Right to Buy) | \$50.65 | 05/25/2005 | | M | | 20,000 | (4) | 01/04/2012 | Common Stock | 20,000 | \$0.00 | 0 | D | |

Explanation of Responses:

- Ms. Reichelderfer owns 5,938.40 shares directly including 158,4593 shares held in the Direct Purchase Sale and Dividend Reinvestment Plan reflecting accumulations through May 25, 2005. Ms. Reichelderfer also owns 5453.6304 shares acquired under the ITT Industries Investment and Savings Plan as of May 25, 2005, held indirectly in a trust.
- Options granted under the 1994 ITT Industries, Inc. Incentive Stock Plan. Options exercisable upon 25% appreciation in stock price over option exercise price or 1/3 annual installments on the first, second and third anniversary of the date of the grant, whichever is earlier. Options under this award became fully exercisable on 5/1/2001.
- Options granted under the 1994 ITT Industries, Inc. Incentive Stock Plan. Options exercisable upon 25% appreciation in stock price over option exercise price or 1/3 annual installments on the first, second and third anniversary of the date of the grant, whichever is earlier. Options under this award became fully exercisable on 5/31/2001.
- Options granted under the 1994 ITT Industries, Inc. Incentive Stock Plan. Options exercisable upon 25% appreciation in stock price over option exercise price or 1/3 annual installments on the first, second and third anniversary of the date of the grant, whichever is earlier. Options under this award became fully exercisable on 4/18/2002.

Remarks:

/s/Kathleen S. Stolar, Secretary 05/26/2005
of ITT Industries, Inc. by

[power of attorney granted by
Brenda L. Reichelderfer](#)

** 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.