
UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

**Pursuant to Section 13 or 15(d) of the
Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported): August 7, 2008

ITT Corporation

(Exact name of registrant as specified in its charter)

Indiana
(State or other jurisdiction
of incorporation)

1-5672
(Commission
File Number)

13-5158950
(I.R.S. Employer
Identification No.)

1133 Westchester Ave.
White Plains, New York
(Address of principal
executive offices)

10604
(Zip Code)

Registrant's telephone number, including area code: (914) 641-2000

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (See General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Not Applicable
(Former name or former address, if changed since last report)

TABLE OF CONTENTS

[Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers](#)

[Item 9.01. Financial Statements and Exhibits](#)

[SIGNATURE](#)

[EX-99.1: PRESS RELEASE](#)

Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On August 7, 2008, the Board of Directors of ITT Corporation, (the "Company"), upon recommendation of the Nominating and Corporate Governance Committee of the Board, voted to appoint General Paul J. Kern, President and Chief Operating Officer of AM General, LLC and senior counselor at The Cohen Group, as a new director, effective August 7, 2008. Previously, General Kern was a director of EDO Corporation, which was acquired by the Company on December 20, 2007. Following the effective time of the acquisition, all shares of EDO Corporation common stock held by General Kern were converted into the per share consideration, as provided in that transaction for all EDO shares.

General Kern will serve until the next election of directors at the Company's 2009 annual meeting of stockholders. General Kern was named to the Nominating and Governance and Strategy and Finance Committees of the Board. General Kern has joined the Company's Board as an independent director. There is no arrangement or understanding between General Kern and any other person pursuant to which General Kern was appointed as a director of the Company, and there are no related party transactions between General Kern and the Company.

General Kern will be eligible to participate in all non-management Director compensation plans available to the Company's other independent directors, on a pro-rata basis, effective with the Board of Directors' August 2008 meeting.

On August 7, 2008, the Company issued a press release announcing the appointment of General Kern as a new director. A copy of the press release is attached as Exhibit 99.1 hereto.

Item 9.01. Financial Statements and Exhibits

(d) Exhibits

99.1 Press release dated August 7, 2008

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

ITT CORPORATION

By: /s/ Kathleen S. Stolar
Kathleen S. Stolar

Its: Vice President, Secretary
and Associate General Counsel

Date: August 7, 2008

**ITT Corporation**

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Press Release

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General Paul Kern elected to ITT's Board of Directors

WHITE PLAINS, N.Y., August 7, 2008 – ITT Corporation (NYSE: ITT) today announced the election of General Paul J. Kern, president and chief operating officer of AM General LLC and senior counselor at The Cohen Group, to its Board of Directors. His appointment is effective immediately and brings to 10 the number of directors on ITT's board.

Retired U.S. Army General Kern, 63, brings 40 years of military experience to his board position, most recently serving as Commanding General of the Army Materiel Command. In that post, which he held from 2001 to 2004, and earlier as Commander of the 4th Infantry Division, General Kern led the Army's drive to digitize and transform the service's battlefield capability, while directing supply chain improvements, maintaining field readiness and modernizing weapons systems. From 1997 to 2001, General Kern was a Senior Advisor for Army Research, Development and Acquisition, where he gave counsel to the Army Acquisition Executive and the Army Chief of Staff on all research, development, and acquisition programs and related issues.

"General Kern's leadership experience and distinguished service are ideally suited for ITT and we are thrilled to welcome him to our board," said Steve Loranger, chairman, president and chief executive officer, ITT. "As our defense and systems business continues its transformation to address the military's future needs and serve growing civilian markets, we expect General Kern's insights and perspectives will add great value to our decision-making and serve our shareholders well."

In addition to ITT, General Kern serves on the boards of iRobot Corporation and CoVant Technologies LLC. He formerly served as a director of EDO Corporation, until ITT acquired the company on December 20, 2007.



General Kern was commissioned as an Armor lieutenant following graduation from the U.S. Military Academy at West Point in 1967. He holds master's degrees in both civil and mechanical engineering from the University of Michigan, and was a Senior Security Fellow at the John F. Kennedy School at Harvard University.

About ITT Corporation

ITT Corporation (www.itt.com) is a diversified high-technology engineering and manufacturing company dedicated to creating more livable environments, enabling communications and providing protection and safety. The company plays an important role in vital markets including water and fluids management, global defense and security, and motion and flow control. ITT employs approximately 40,000 people serving customers in more than 50 countries. Headquartered in White Plains, N.Y., the company generated \$9 billion in 2007 sales.

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