

**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: May 4, 2012
(Date of earliest event reported)

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 Avenue
White Plains, New York
(Address of principal executive offices)

10604
(Zip Code)

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

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

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:

- 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))
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Item 2.02 Results of Operations and Financial Condition.

Item 7.01 Regulation FD Disclosure.

Attached hereto as Exhibit 99.1 and incorporated by reference herein is financial information for ITT Corporation (the “Company”) for the first quarter of 2012 and forward-looking statements relating to 2012 as presented in a press release dated May 4, 2012.

In addition, attached hereto as Exhibit 99.2 and incorporated by reference herein is selected historical financial data for the Company for fiscal years 2010 and 2011 as posted on May 4, 2012 on the Company’s website at <http://www.itt.com/investors>.

This information shall not be deemed filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”) or incorporated by reference into any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as shall be expressly set forth by specific reference in such filing.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release issued by ITT Corporation, dated May 4, 2012
99.2	Selected Historical Financial Data for ITT Corporation for Fiscal Years 2010 and 2011, dated May 4, 2012

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
(Registrant)

May 4, 2012

By: /s/ Burt M. Fealing

Name: Burt M. Fealing

Title: Senior Vice President, General Counsel and Secretary
(Authorized Officer of Registrant)

ITT Reports Strong Revenue Growth in 2012 First Quarter

- **First-quarter revenue grew to \$577 million, including a 9 percent increase in organic revenue**
 - **Emerging market revenue grew 22 percent**
 - **North American revenue grew 11 percent**
- **Earnings from continuing operations increased to \$0.11 per share compared with a prior-year loss of (\$0.23) per share**
- **Adjusted earnings from continuing operations totaled \$0.39 per share**
- **2012 guidance maintained**

WHITE PLAINS, N.Y.--(BUSINESS WIRE)--May 4, 2012--ITT Corporation (NYSE: ITT) today reported first-quarter 2012 revenue of \$577 million, including 9 percent growth in organic revenue (defined as total revenue excluding foreign exchange, acquisition and divestiture impacts) compared with the 2011 first quarter.

Revenue results included 22 percent growth in emerging markets and 11 percent growth in North America, as well as gains in core markets such as oil and gas, mining, chemical and general industrial.

On a GAAP basis, earnings from continuing operations increased to \$0.11 per share compared with a loss of (\$0.23) per share in the prior-year first quarter. Adjusted earnings from continuing operations, which excludes special items, totaled \$0.39 per share compared with pro forma adjusted earnings of \$0.45 per share in the first quarter of 2011. The decrease partially reflects lower segment operating income due to post-spin incremental recurring costs, expected lower connectors volume, and increased large project mix in the Industrial Process business.

“In the first quarter, ITT delivered strong revenue growth and made investments that will provide the foundation for additional future growth, including expanding our automotive facility in Wuxi, China, and investing to support our other key drivers of profitable growth, including premier customer experience, aftermarket expansion, and technical and operational excellence,” said CEO and President Denise Ramos.

“Our results also reflect the advantage we gain as a global industrial company from our portfolio that is balanced and diversified across end markets, business cycles and geographies. We saw the benefits in the first quarter as our global growth in the oil and gas, mining and automotive markets offset expected lower volumes in the connectors market. In addition, despite overall market softness in Western Europe, we drove strong growth globally, particularly in North America, Asia and the Middle East. We believe that going forward our business model will position us well to continue building our track record of growth and value creation.”

The company also deployed capital to buy back 1.55 million shares of ITT common stock under its authorized share repurchase program and contributed \$32 million, including a \$15 million discretionary contribution, to its various U.S. pension plans.

2012 First-Quarter Business Segment Results

Industrial Process

Industrial Process designs and manufactures industrial pumps and valves for the oil and gas, chemical, mining and industrial markets.

- 2012 first-quarter revenue was up 35 percent to \$226 million, reflecting an increase in project shipments across all regions and markets, particularly in Latin America where revenue increased 71 percent. First-quarter revenue included \$7 million from Industrial Process' Blakers Pump Engineers, which ITT acquired in October 2011.
- Organic revenue was up 30 percent compared to the prior year.
- Adjusted operating income for the segment in the first quarter was \$23 million, a 7 percent year-over-year increase, driven by increased volume and strong operating productivity partially offset by negative project mix shift and post-spin incremental recurring costs.

Motion Technologies

Motion Technologies designs and manufactures braking technologies and shock absorbers for the automotive and rail markets.

- 2012 first-quarter revenue declined 2 percent to \$180 million. However, organic revenue increased 2 percent, driven by share gains in Europe and growth in emerging markets and North America in automotive, which was offset by weakness in the shock absorbers product lines.
 - Adjusted operating income for the business in the first quarter of 2012 was \$27 million, a 1 percent decrease compared with the prior-year quarter, reflecting negative foreign exchange impacts, start-up costs for our Wuxi, China, facility, and higher commodity costs, partially offset by operating productivity gains.
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Interconnect Solutions

Interconnect Solutions designs and manufactures connectors and interconnects for the aerospace, industrial and transportation markets.

- 2012 first-quarter revenue for Interconnect Solutions decreased 14 percent to \$93 million, driven primarily by general weakness in the global connector industry combined with a decrease in our communication market due to a customer's loss of market share. Organic revenue declined 12 percent compared to the prior-year first quarter.
- Adjusted operating income for the first quarter of 2012 was \$2 million, a 79 percent decrease compared with the 2011 first quarter, reflecting lower volumes and negative mix shift.

Control Technologies

Control Technologies designs and manufactures products including fuel management, actuation, and noise and energy absorption components for the aerospace and industrial markets.

- In Control Technologies, first-quarter total and organic revenue increased 1 percent to \$79 million compared to the prior year as growth in the aerospace and industrial segments was offset by expected declines in defense and a lack of revenue from a prior-year rail seat project.
- 2012 first-quarter adjusted operating income was \$13 million, a decrease of 10 percent, as incremental growth investments and negative mix shift offset higher volume, pricing and net operational productivity.

Guidance

The company maintains its guidance for full-year 2012 of adjusted earnings in the range of \$1.62 to \$1.72 per share. Total revenue is expected to grow 5 to 7 percent including expected market share gains as well as the impact of late-cycle strength in oil and gas and mining. The company also expects emerging markets growth will be approximately 10 percent driven by oil and gas in the Middle East and mining in Latin America, automotive gains in China and new global platforms and products.

Historical Quarterly Financial Data

ITT's selected historical quarterly financial data for fiscal years 2010 and 2011 is available on the company website at the following address: www.itt.com/investors.

Investor Call Today

ITT's senior management will host a conference call for investors today at 9 a.m. EDT to review first-quarter performance and answer questions. The briefing can be monitored live via webcast at the following address on the company's website: www.itt.com.

About ITT

ITT is a diversified leading manufacturer of highly engineered critical components and customized technology solutions for growing industrial end-markets in energy infrastructure, electronics, aerospace and transportation. Building on its heritage of innovation, ITT partners with its customers to deliver enduring solutions to the key industries that underpin our modern way of life. Founded in 1920, ITT is headquartered in White Plains, N.Y., with employees in more than 30 countries and sales in a total of approximately 125 countries. The company generated 2011 revenues of \$2.1 billion. For more information, visit www.itt.com.

Safe Harbor Statement

Certain material presented herein includes forward-looking statements intended to qualify for the safe harbor from liability established by the Private Securities Litigation Reform Act of 1995. These forward-looking statements include, but are not limited to, future strategic plans and other statements that describe the company's business strategy, outlook, objectives, plans, intentions or goals, and any discussion of future operating or financial performance. Whenever used, words such as "anticipate," "estimate," "expect," "project," "intend," "plan," "believe," "target" and other terms of similar meaning are intended to identify such forward-looking statements. Forward-looking statements are uncertain and to some extent unpredictable, and involve known and unknown risks, uncertainties and other important factors that could cause actual results to differ materially from those expressed or implied in, or reasonably inferred from, such forward-looking statements. Factors that could cause results to differ materially from those anticipated include, but are not limited to: Uncertainties with respect to our estimation of asbestos liability exposures, third-party recoveries and net cash flow; economic, political and social conditions in the countries in which we conduct our businesses; changes in U.S. or International sales and operations; contingencies related to actual or alleged environmental contamination, claims and concerns; decline in consumer spending; sales and revenues mix and pricing levels; availability of adequate union and non-union labor, commodities, supplies and raw materials; interest and foreign currency exchange rate fluctuations; changes in local government regulations and compliance therewith; competition, industry capacity and production rates; declines in orders or sales as a result of industry or geographic downturn; ability of third parties, including our commercial partners, counterparties, financial institutions and insurers, to comply with their commitments to us; our ability to borrow and availability of liquidity sufficient to meet our needs; changes in the recoverability of goodwill or intangible assets; our ability to achieve stated synergies or cost savings from acquisitions or divestitures; the number of personal injury claims filed against the companies or the degree of liability; our ability to effect restructuring and cost reduction programs and realize savings from such actions; changes in our effective tax rate as a result in changes in the geographic earnings mix, valuation allowances, tax examinations or disputes, tax authority rulings or changes in applicable tax laws; intellectual property matters; governmental investigations; potential future postretirement benefit plan contributions and other employment and pension matters; susceptibility to market fluctuations and costs as a result of becoming a smaller, more focused company after the spin-off; changes in generally accepted accounting principles; and other factors set forth in our Annual Report on Form 10-K for the fiscal year ended December 31, 2011 and our other filings with the Securities and Exchange Commission.

The Company undertakes no obligation to update any forward-looking statements, whether as a result of new information, future events or otherwise.

ITT CORPORATION AND SUBSIDIARIES
CONSOLIDATED CONDENSED INCOME STATEMENTS
(In millions, except per share)
(Unaudited)

	Three Months Ended	
	March 31,	
	2012	2011
Revenue	\$ 577	\$ 533
Costs of revenue	404	365
Selling, general and administrative expenses	101	86
Research and development expenses	17	16
Transformation costs	5	60
Asbestos-related costs, net	13	16
Total costs and expenses	<u>540</u>	<u>543</u>
Operating (loss) income	37	(10)
Interest and non-operating expenses, net	2	25
Income (loss) from continuing operations before income tax expense (benefit)	35	(35)
Income tax expense (benefit)	25	(13)
Income (loss) from continuing operations	10	(22)
(Loss) income from discontinued operations, net of tax	(7)	143
Net income	<u>\$ 3</u>	<u>\$ 121</u>
Earnings (Loss) Per Share		
Basic EPS		
Continuing operations	\$ 0.11	\$ (0.23)
Discontinued operations	(0.08)	1.54
Net income	<u>\$ 0.03</u>	<u>\$ 1.31</u>
Diluted EPS		
Continuing operations	\$ 0.11	\$ (0.23)
Discontinued operations	(0.08)	1.54
Net income	<u>\$ 0.03</u>	<u>\$ 1.31</u>
Average common shares — basic	94.3	92.5
Average common shares — diluted	95.7	92.5

ITT CORPORATION AND SUBSIDIARIES
CONSOLIDATED CONDENSED BALANCE SHEETS
(In millions)
(Unaudited)

	March 31, 2012	December 31, 2011
Assets		
Current Assets:		
Cash and cash equivalents	\$ 728	\$ 690
Receivables, net	474	396
Inventories, net	268	254
Other current assets	389	422
Total current assets	1,859	1,762
Plant, property and equipment, net	328	324
Goodwill	515	510
Other intangible assets, net	83	88
Asbestos-related assets	831	821
Other non-current assets	133	166
Total assets	\$ 3,749	\$ 3,671
Liabilities and Shareholders' Equity		
Current Liabilities:		
Accounts payable	\$ 450	\$ 364
Accrued liabilities	452	468
Short-term debt and current maturities of long-term debt	23	2
Total current liabilities	925	834
Postretirement benefits	281	315
Long-term debt	4	4
Asbestos-related liabilities	1,522	1,529
Other non-current liabilities	294	295
Total liabilities	3,026	2,977
Shareholders' equity		
Total liabilities and shareholders' equity	723	694
	\$ 3,749	\$ 3,671

ITT CORPORATION AND SUBSIDIARIES
CONSOLIDATED CONDENSED STATEMENTS OF CASH FLOWS
(In millions)
(Unaudited)

	Three Months Ended	
	March 31,	
	2012	2011
Operating Activities		
Net (loss) income	\$ 3	\$ 121
Less: Income from discontinued operations	(7)	143
Income from continuing operations	10	(22)
Adjustments to income from continuing operations:		
Depreciation and amortization	17	18
Stock-based compensation	3	3
Transformation costs	5	60
Transformation-related payments	(30)	(15)
Change in receivables	(68)	(53)
Change in inventories	(11)	(14)
Change in accounts payable	11	16
Other, net	81	(38)
Net Cash — Operating Activities	18	(45)
Investing Activities		
Capital expenditures	(13)	(15)
Proceeds from sale of assets and businesses	-	1
Other, net	1	1
Net Cash — Investing Activities	(12)	(13)
Financing Activities		
Short-term debt, net	21	74
Long-term debt repaid	-	(1)
Repurchase of common stock	(38)	(5)
Proceeds from issuance of common stock	35	33
Tax benefit from share-based compensation	3	4
Dividends paid	(9)	(92)
Other, net	2	4
Net Cash — Financing Activities	14	17
Exchange rate effects on cash and cash equivalents	19	5
Cash from (used for) discontinued operations:		
Operating Activities	(1)	130
Investing Activities	-	(31)
Financing Activities	-	(65)
Exchange rate effects on cash and cash equivalents	-	44
Net Cash – Discontinued Operations	(1)	78
Net change in cash and cash equivalents	38	42
Cash and cash equivalents — beginning of year	690	1,032
Less: Cash and Cash Equivalents of discontinued operations-end of period	-	(904)
Cash and Cash Equivalents of continuing operations -end of period	\$ 728	\$ 170

Key Performance Indicators and Non-GAAP Measures

Management reviews key performance metrics including revenue, segment operating income and margins, earnings per share, orders growth, and backlog, among others, in connection with the management of our business. Management believes that the following metrics are useful to investors when evaluating operating performance for all the periods presented, and provide a tool for evaluating our ongoing operations and our management of assets held from period to period. These metrics, however, are not a measure of financial performance under GAAP and should not be considered a substitute for measures determined in accordance with GAAP. We consider the following non-GAAP measures, which may not be comparable to similarly titled measures reported by other companies, to be key performance indicators for purposes of this REG-G reconciliation:

Organic Revenues and Orders are defined as revenues and orders excluding the impact of foreign currency fluctuations and contributions from acquisitions and divestitures made during the current year. Divestitures include sales of insignificant portions of our business that did not meet the criteria for presentation as a discontinued operation. The period-over-period change resulting from foreign currency fluctuations assumes no change in exchange rates from the prior period.

Book-to-Bill is defined as organic orders divided by organic revenues.

Adjusted Segment Operating Income and Adjusted Segment Operating Margin are defined as segment operating income and operating margin, adjusted for special items. Special items represent significant charges or credits that impact current results, but may not be related to the Company's ongoing operations and performance, such as transformation costs and restructuring charges.

Adjusted Pro Forma Income from Continuing Operations and Adjusted Pro Forma EPS from Continuing Operations are defined as reported income from continuing operations and reported income from continuing operations per diluted share, adjusted to exclude special items and include pro forma adjustments. Special items may include, but are not limited to, transformation and repositioning costs, asbestos, and restructuring costs, income tax settlements or adjustments and other unusual and infrequent non-operating items. Special items represent significant charges or credits that impact current results, but may not be related to the Company's ongoing operations and performance. Pro Forma adjustments in 2011 reflect the elimination of interest expense as if repayment of \$1,250M of long term debt occurred January 1 and elimination of interest income as if \$400M of aggregate cash was distributed to the spun-off companies on January 1.

Free Cash Flow is defined as net cash provided by operating activities less capital expenditures, cash payments for transformation costs, net asbestos cash flows and other special items. Due to other financial obligations and commitments, the entire free cash flow amount may not be available for discretionary purposes.

ITT Corporation Non-GAAP Reconciliation
Reported vs. Organic Revenue / Order Growth
First Quarter 2012 & 2011

(\$ Millions)

	(As Reported - GAAP)				(As Adjusted - Organic)			
	3M 2012	3M 2011	(B) Change 2012 vs. 2011	% Change 2012 vs. 2011	(C) Acquisition / Divestitures 3M 2012	(D) FX Contribution 3M 2012	(E) = B+C+D Change Adj. 12 vs. 11	(F) = E / A % Change Adj. 12 vs. 11
Revenues								
ITT Corporation - Consolidated	577	533	44	8%	(6)	8	46	9%
Industrial Process	226	168	58	35%	(7)	(1)	50	30%
Motion Technologies	180	184	(4)	-2%	0	8	4	2%
Interconnect Solutions	93	108	(15)	-14%	1	1	(13)	-12%
Control Technologies	79	78	1	1%	0	0	1	1%
Orders								
Total Segment Orders	614	605	9	1%	(7)	8	10	2%
Industrial Process	246	220	26	12%	(8)	(1)	17	8%
Motion Technologies	186	177	9	5%	0	8	17	10%
Interconnect Solutions	98	117	(19)	-16%	1	1	(17)	-15%
Control Technologies	86	99	(13)	-13%	0	0	(13)	-13%

Note: Excludes intercompany eliminations
Immaterial differences due to rounding

ITT Corporation
Reported vs Adjusted Segment Operating Income & OI Margin
First Quarter of 2012 & 2011

(\$ Millions)

	3M 2012	3M 2012	3M 2012	3M 2012	3M 2011	3M 2011	3M 2011	3M 2011	% Change	% Change
	As Reported	Spin Costs	Restructuring	As Adjusted	As Reported	Spin Costs	Restructuring	As Adjusted	As Reported 12 vs. 11	As Adjusted 12 vs. 11
Revenue:										
Industrial Process	226			226	168			168	35.0%	35.0%
Motion Technologies	180			180	184			184	-1.9%	-1.9%
Interconnect Solutions	93			93	108			108	-14.3%	-14.3%
Control Technologies	79			79	78			78	1.0%	1.0%
Intersegment eliminations	(1)			(1)	(5)			(5)	-80.0%	-80.0%
Total Revenue	577			577	533			533	7.5%	7.5%
Operating Margin:										
Industrial Process	9.6%	30 BP	- BP	9.9%	12.5%	- BP	10 BP	12.6%	(290) BP	(270) BP
Motion Technologies	15.2%	- BP	- BP	15.2%	15.1%	- BP	- BP	15.1%	10 BP	10 BP
Interconnect Solutions	2.0%	60 BP	- BP	2.6%	10.4%	- BP	- BP	10.4%	(840) BP	(780) BP
Control Technologies	16.5%	- BP	20 BP	16.7%	17.1%	- BP	140 BP	18.5%	(60) BP	(180) BP
Total Operating Segments	11.1%	20 BP	- BP	11.3%	13.7%	- BP	30 BP	14.0%	(260) BP	(270) BP
Income:										
Industrial Process	22	1	0	23	21	-	0	21	3.8%	6.6%
Motion Technologies	27	-	-	27	28	-	-	28	-1.4%	-1.4%
Interconnect Solutions	2	0	-	2	11	-	-	11	-83.2%	-78.8%
Control Technologies	13	-	0	13	13	-	1	14	-3.0%	-9.6%
Total Segment Operating Income	64	1	0	65	73	-	1	74	-12.8%	-12.2%

Note: Immaterial differences due to rounding.

ITT Corporation Non-GAAP Reconciliation
Reported vs. Adjusted Income from Continuing Operations & Adjusted EPS
First Quarter of 2012 & 2011
(Unaudited)
(\$ Millions, except EPS and shares)

	Q1 2012 As Reported	Non-GAAP Adjustments	Q1 2012 As Adjusted	Q1 2011 As Reported	Non-GAAP Adjustments	Pro Forma Adjustments	Q1 2011 As Adjusted	Change 2012 vs. 2011 As Adjusted	Percent Change 2012 vs. 2011 As Adjusted
Segment Operating Income	64	1 #A	65	73	1 #A	-	74		
Interest Income (Expense)	(1)	-	(1)	(24)	-	17 #D	(7)		
Other Income (Expense)	(1)	-	(1)	(1)	-	-	(1)		
Corporate (Expense)	(27)	17 #B	(10)	(83)	76 #C	-	(7)		
(Loss) Income from Continuing Operations before Tax	35	18	53	(35)	77	17	59		
Income Tax Benefit (Expense)	(25)	9 #E	(16)	13	(24)	(6)	(17)		
(Loss) Income from Continuing Operations	10	27	37	(22)	53	11	42		
EPS from Continuing Operations	0.11	0.28 #F	0.39	(0.23)	0.57 #F	0.11 #F	0.45	(0.06)	-13%

#A - Segment operating income in 2012 includes Transformation costs (\$1M) and in 2011 Restructuring costs of (\$1M).

#B - Primarily transformation costs (\$4M); Quarterly asbestos provision (\$13M).

#C - Transformation costs (\$60M); Quarterly asbestos provision (\$16M)

#D - Pro forma adjustment reflects elimination of interest expense as if repayment of \$1,250M of long term debt occurred January 1 and elimination of interest income as if \$400M of aggregate cash was distributed to Exelis and Xylem on January 1

#E - Includes valuation allowance on US deferred tax assets.

#F - Adjustments to EPS from Continuing Operations

Restructuring, net of related tax benefit	-	0.01
Transformation costs, net of related tax benefit	0.04	0.43
Asbestos, net of related tax benefit	0.08	0.13
Valuation allowance on US deferred tax assets.	0.15	-
Pro forma interest expense adjustments, net of tax benefit	-	0.11
Other	0.01	-
Adjustments to EPS from Continuing Operations	0.28	0.68

Note: Immaterial differences due to rounding

ITT Corporation Non-GAAP Reconciliation
Net Cash - Operating Activities vs. Adjusted Free Cash Flow Conversion
First Quarter 2012 & 2011
(\$ Millions)

	3M 2012	3M 2011
Net Cash - Operating Activities	18	(45)
Capital Expenditures	(13)	(15)
Free Cash Flow, including Transformation	5	(60)
Transformation Capex	1	0
Transformation Cash Payments	30	15
Net Asbestos Cash Payments	16	7
Discretionary Pension Contributions, net of tax	9	0
Free Cash Flow	61	(38)
Income from Continuing Operations	10	(22)
Special Items (including Transformation Costs)	27	64
Income from Continuing Operations, Excluding Special Items	37	42
Adjusted Free Cash Flow Conversion	166%	NA

CONTACT:

ITT Corporation

Investors:

Melissa Trombetta, +1-914-641-2030

melissa.trombetta@itt.com

OR

Media:

Kathleen Bark, +1-914-641-2103

kathleen.bark@itt.com



ITT Corporation
Selected Historical Quarterly Financial Data
Fiscal Years 2011 & 2010

May 4, 2012





Financial Data Presentation Overview

GAAP As Reported	Non-GAAP Adjustments	2011 Pro Forma Adjustments
<p>Continuing Operations</p> <p>Excludes:</p> <ul style="list-style-type: none">• Discontinued Operations• Qualifying Transaction Costs (i.e. advisory fees) <p>2011 Includes:</p> <ul style="list-style-type: none">• Interest Expense on Extinguished \$1.25B Long-Term Debt• Interest Income on \$400M of Cash Distributed to Spun-Off Companies	<p>Continuing GAAP Excluding</p> <ul style="list-style-type: none">• Transformation Costs• Asbestos Remeasurement & Provision• Restructuring Expense• Special Items• 2011 Special Spin Related Tax Items:<ul style="list-style-type: none">• APB 23• State Tax Rate Change• Tax Valuation Allowance Change <p><i>Note: Still Includes GAAP Interest Expense & Income</i></p>	<p>Non-GAAP Excluding</p> <ul style="list-style-type: none">• Interest Expense on Extinguished \$1.25B Long-Term Debt• Interest Income on \$400M of Cash Distributed to Spun-Off Companies





Key Performance Indicators and Non-GAAP Measures

Management reviews key performance metrics including revenue, segment operating income and margins, earnings per share, orders growth, and backlog, among others, in connection with the management of our business. Management believes that the following metrics are useful to investors when evaluating operating performance for all the periods presented, and provide a tool for evaluating our ongoing operations and our management of assets held from period to period. These metrics, however, are not a measure of financial performance under GAAP and should not be considered a substitute for measures determined in accordance with GAAP. We consider the following non-GAAP measures, which may not be comparable to similarly titled measures reported by other companies, to be key performance indicators for purposes of this REG-G reconciliation:

Organic Revenues and Orders are defined as revenues and orders excluding the impact of foreign currency fluctuations and contributions from acquisitions and divestitures made during the current year. Divestitures include sales of insignificant portions of our business that did not meet the criteria for presentation as a discontinued operation. The period-over-period change resulting from foreign currency fluctuations assumes no change in exchange rates from the prior period.

Adjusted Segment Operating Income and **Adjusted Segment Operating Margin** are defined as segment operating income and operating margin, adjusted for special items. Special items represent significant charges or credits that impact current results, but may not be related to the Company's ongoing operations and performance, such as transformation costs and restructuring charges.

Adjusted Pro Forma Income from Continuing Operations and **Adjusted Pro Forma EPS from Continuing Operations** are defined as reported income from continuing operations and reported income from continuing operations per diluted share, adjusted to exclude special items and include pro forma adjustments. Special items may include, but are not limited to, transformation, asbestos, and restructuring costs, income tax settlements or adjustments and other unusual and infrequent non-operating items. Special items represent significant charges or credits that impact current results, but may not be related to the Company's ongoing operations and performance. Pro Forma adjustments reflect the elimination of interest expense as if repayment of \$1,250M of long term debt occurred January 1 and elimination of interest income as if \$400M of aggregate cash was distributed to the spun-off companies on January 1.





ITT Corporation Non-GAAP Reconciliation
Reported vs. Organic Revenue / Order Growth
Full Year 2011 & 2010
(Unaudited)
(\$ Millions)

	(As Reported - GAAP)				(As Adjusted - Organic)			
	(A)		(B)		(C)	(D)	(E) = B+C+D	(F) = E / A
	12M 2011	12M 2010	Change 2011 vs. 2010	% Change 2011 vs. 2010				
Revenues								
ITT Corporation - Consolidated	2,119	1,908	211	11%	(5)	(42)	164	9%
Industrial Process	767	694	73	11%	(7)	(5)	61	9%
Motion Technologies	634	548	86	16%	0	(27)	59	11%
Interconnect Solutions	418	413	5	1%	2	(8)	(1)	0%
Control Technologies	318	275	43	16%	0	(2)	41	15%
Orders								
Total Segment Orders	2,275	1,959	316	16%	(12)	(42)	262	13%
Industrial Process	917	719	198	27%	(14)	(8)	176	25%
Motion Technologies	642	560	82	15%	0	(25)	57	10%
Interconnect Solutions	414	419	(5)	-1%	2	(8)	(11)	-3%
Control Technologies	322	283	39	14%	0	(2)	37	13%

Note: Excludes intercompany eliminations
 Immaterial differences due to rounding



All Results are Unaudited

May 4, 2012 P4



ITT Corporation Non-GAAP Reconciliation
Reported vs. Organic Revenue Growth
Fourth Quarter 2011 & 2010
(Unaudited)
(\$ Millions)

	(As Reported - GAAP)				(As Adjusted - Organic)			
	(A)		(B)		(C)	(D)	(E) = B+C+D	(F) = E / A
	3M 2011	3M 2010	Change 2011 vs. 2010	% Change 2011 vs. 2010				
Revenues								
ITT Corporation - Consolidated	518	470	48	10%	(1)	2	49	10%
Industrial Process	210	187	23	12%	(3)	1	21	11%
Motion Technologies	135	113	22	20%	0	1	23	22%
Interconnect Solutions	100	104	(4)	-4%	2	0	(2)	-2%
Control Technologies	76	71	5	7%	0	0	5	7%

Note: Excludes intercompany eliminations
 Immaterial differences due to rounding



All Results are Unaudited

May 4, 2012 P5



ITT Corporation Non-GAAP Reconciliation
Reported vs. Organic Revenue Growth
Third Quarter 2011 & 2010
(Unaudited)
(\$ Millions)

	(As Reported - GAAP)				(As Adjusted - Organic)			
	(A)		(B)		(C)	(D)	(E) = B+C+D	(F) = E / A
	3M 2011	3M 2010	Change 2011 vs. 2010	% Change 2011 vs. 2010	Acquisition / Divestitures 3M 2011	FX Contribution 3M 2011	Change Adj. 11 vs. 10	% Change Adj. 11 vs. 10
Revenues								
ITT Corporation - Consolidated	515	473	42	9%	0	(16)	26	6%
Industrial Process	188	167	21	13%	0	(2)	19	12%
Motion Technologies	151	132	19	14%	0	(11)	8	6%
Interconnect Solutions	101	109	(8)	-7%	0	(3)	(11)	-10%
Control Technologies	81	70	11	16%	0	(1)	10	15%

Note: Excludes intercompany eliminations
 Immaterial differences due to rounding



All Results are Unaudited

May 4, 2012 P6



ITT Corporation Non-GAAP Reconciliation
Reported vs. Organic Revenue Growth
Second Quarter 2011 & 2010
(Unaudited)
(\$ Millions)

	(As Reported - GAAP)				(As Adjusted - Organic)			
	(A)		(B)		(C)	(D)	(E) = B+C+D	(F) = E / A
	3M 2011	3M 2010	Change 2011 vs. 2010	% Change 2011 vs. 2010	Acquisition / Divestitures 3M 2011	FX Contribution 3M 2011	Change Adj. 11 vs. 10	% Change Adj. 11 vs. 10
Revenues								
ITT Corporation - Consolidated	553	464	89	19%	(2)	(27)	60	12%
Industrial Process	201	167	34	20%	(2)	(4)	28	16%
Motion Technologies	164	134	30	23%	0	(18)	12	10%
Interconnect Solutions	109	102	7	7%	0	(5)	2	2%
Control Technologies	83	68	15	23%	0	(1)	14	22%

Note: Excludes intercompany eliminations
 Immaterial differences due to rounding



All Results are Unaudited

May 4, 2012 P7



ITT Corporation Non-GAAP Reconciliation
Reported vs. Organic Revenue Growth
First Quarter 2011 & 2010
(Unaudited)
(\$ Millions)

	(As Reported - GAAP)				(As Adjusted - Organic)			
	(A)		(B)		(C)	(D)	(E) = B+C+D	(F) = E / A
	3M 2011	3M 2010	Change 2011 vs. 2010	% Change 2011 vs. 2010				
Revenues								
ITT Corporation - Consolidated	533	501	32	6%	(1)	(1)	30	6%
Industrial Process	168	172	(4)	-3%	(1)	(1)	(6)	-4%
Motion Technologies	184	169	15	8%	0	1	16	9%
Interconnect Solutions	108	98	10	10%	0	(1)	9	9%
Control Technologies	78	66	12	18%	0	0	12	18%

Note: Excludes intercompany eliminations
 Immaterial differences due to rounding



All Results are Unaudited

May 4, 2012 P8



ITT Corporation
Reported vs Adjusted Segment Operating Income & OI Margin
Full Year 2011 & 2010
(Unaudited)
(\$ Millions)

	FY 2011	FY 2011	FY 2011	FY 2011	FY 2010	FY 2010	FY 2010	% Change	% Change
	As Reported	Spin Costs	Restructuring	As Adjusted	As Reported	Restructuring	As Adjusted	As Reported 11 vs. 10	Adj for 11 vs. 10
Revenue:									
Industrial Process	767			767	694		694	10.5%	10.5%
Motion Technologies	634			634	548		548	15.7%	15.7%
Interconnect Solutions	418			418	413		413	1.2%	1.2%
Control Technologies	318			318	275		275	15.6%	15.6%
Intersegment eliminations	(18)			(18)	(22)		(22)	-18.2%	-18.2%
Total Revenue	2,119			2,119	1,908		1,908	11.1%	11.1%
Operating Margin:									
Industrial Process	11.9%	30 BP	- BP	12.2%	11.4%	10 BP	11.5%	50 BP	70 BP
Motion Technologies	13.4%	20 BP	- BP	13.6%	15.5%	(10) BP	15.4%	(210) BP	(180) BP
Interconnect Solutions	9.1%	10 BP	70 BP	9.9%	9.0%	20 BP	9.2%	10 BP	70 BP
Control Technologies	17.3%	40 BP	50 BP	18.2%	10.5%	100 BP	11.5%	680 BP	670 BP
Total Operating Segments	12.7%	30 BP	20 BP	13.2%	12.1%	10 BP	12.2%	60 BP	100 BP
Income:									
Industrial Process	91	2	0	94	79	1	80	15.2%	17.8%
Motion Technologies	85	1	0	86	85	0	85	0.0%	2.0%
Interconnect Solutions	38	1	3	41	37	1	38	2.7%	9.4%
Control Technologies	55	1	2	58	29	3	32	89.7%	83.2%
Total Segment Operating Income	269	5	5	279	230	4	234	17.0%	19.5%

Note: Immaterial differences due to rounding



All Results are Unaudited

May 4, 2012 P9



ITT Corporation
Reported vs Adjusted Segment Operating Income & OI Margin
Fourth Quarter of 2011 & 2010
(Unaudited)
(\$ Millions)

	3M 2011	3M 2011	3M 2011	3M 2011	3M 2010	3M 2010	3M 2010	% Change	% Change
	As Reported	Spin Costs	Restructuring	As Adjusted	As Reported	Restructuring	As Adjusted	As Reported 11 vs. 10	Adj for 11 vs. 10
Revenue:									
Industrial Process	210			210	187		187	12.3%	12.3%
Motion Technologies	135			135	113		113	20.3%	20.3%
Interconnect Solutions	100			100	104		104	-4.2%	-4.2%
Control Technologies	76			76	71		71	6.5%	6.5%
Intersegment eliminations	(3)			(3)	(5)		(5)	-37.5%	-37.5%
Total Revenue	518			518	470		470	10.2%	10.2%
Operating Margin:									
Industrial Process	9.0%	100 BP	10 BP	10.1%	11.9%	10 BP	12.0%	(290) BP	(190) BP
Motion Technologies	13.5%	- BP	- BP	13.5%	18.6%	- BP	18.6%	(510) BP	(510) BP
Interconnect Solutions	4.0%	50 BP	300 BP	7.5%	6.0%	- BP	6.0%	(200) BP	150 BP
Control Technologies	15.5%	150 BP	20 BP	17.2%	4.4%	150 BP	5.9%	1,110 BP	1,130 BP
Total Operating Segments	10.2%	70 BP	70 BP	11.6%	11.2%	20 BP	11.4%	(100) BP	20 BP
Income:									
Industrial Process	19	2	0	21	22	0	23	-14.8%	-5.4%
Motion Technologies	18	0	0	18	21	0	21	-12.9%	-12.9%
Interconnect Solutions	4	1	3	8	6	-	6	-35.5%	21.0%
Control Technologies	12	1	0	13	3	1	4	277.4%	209.8%
Total Segment Operating Income	53	4	3	60	53	1	54	0.8%	11.5%

Note: Immaterial differences due to rounding



All Results are Unaudited

May 4, 2012 P10



ITT Corporation
Reported vs Adjusted Segment Operating Income & OI Margin
Third Quarter of 2011 & 2010
(\$ Millions)

	3M 2011	3M 2011	3M 2011	3M 2011	3M 2010	3M 2010	3M 2010	3M 2010	% Change	% Change
	As Reported	Spin Costs	Restructuring	As Adjusted	As Reported	Spin Costs	Restructuring	As Adjusted	As Reported 11 vs. 10	Adj for 11 vs. 10
Revenue:										
Industrial Process	188			188	167			167	12.8%	12.8%
Motion Technologies	151			151	132			132	14.4%	14.4%
Interconnect Solutions	101			101	109			109	-7.1%	-7.1%
Control Technologies	81			81	70			70	15.5%	15.5%
Intersegment eliminations	(6)			(6)	(5)			(5)	32.6%	32.6%
Total Revenue	515			515	473			473	8.9%	8.9%
Operating Margin:										
Industrial Process	11.7%	10 BP	- BP	11.8%	9.0%	- BP	- BP	9.0%	270 BP	280 BP
Motion Technologies	11.7%	20 BP	- BP	11.9%	12.9%	- BP	- BP	12.9%	(120) BP	(100) BP
Interconnect Solutions	7.1%	20 BP	- BP	7.3%	10.1%	- BP	- BP	10.1%	(300) BP	(280) BP
Control Technologies	17.5%	40 BP	20 BP	18.1%	14.3%	- BP	120 BP	15.5%	320 BP	260 BP
Total Operating Segments	11.9%	10 BP	10 BP	12.1%	11.2%	- BP	20 BP	11.4%	70 BP	70 BP
Income:										
Industrial Process	22	0	-	22	15	-	0	15	46.7%	47.0%
Motion Technologies	18	0	-	18	17	-	-	17	4.1%	5.9%
Interconnect Solutions	7	0	-	7	11	-	-	11	-34.5%	-32.7%
Control Technologies	14	0	0	15	10	-	1	11	42.0%	34.9%
Total Segment Operating Income	61	1	0	62	53	-	1	54	15.3%	15.4%

Note: Immaterial differences due to rounding



All Results are Unaudited

May 4, 2012 P11



ITT Corporation
Reported vs Adjusted Segment Operating Income & OI Margin
Second Quarter of 2011 & 2010

(\$ Millions)

	3M 2011	3M 2011	3M 2011	3M 2011	3M 2010	3M 2010	3M 2010	3M 2010	% Change	% Change
	As Reported	Spin Costs	Restructuring	As Adjusted	As Reported	Spin Costs	Restructuring	As Adjusted	As Reported 11 vs. 10	Adj for 11 vs. 10
Revenue:										
Industrial Process	201			201	167			167	19.9%	19.9%
Motion Technologies	164			164	134			134	22.9%	22.9%
Interconnect Solutions	109			109	102			102	6.9%	6.9%
Control Technologies	83			83	68			68	22.9%	22.9%
Intersegment eliminations	(3)			(3)	(6)			(6)	-45.0%	-45.0%
Total Revenue	553			553	464			464	19.2%	19.2%
Operating Margin:										
Industrial Process	14.6%	- BP	- BP	14.6%	14.3%	- BP	- BP	14.3%	30 BP	30 BP
Motion Technologies	13.1%	- BP	- BP	13.1%	13.2%	- BP	- BP	13.2%	(10) BP	(10) BP
Interconnect Solutions	14.0%	- BP	- BP	14.0%	10.3%	- BP	20 BP	10.5%	370 BP	350 BP
Control Technologies	18.5%	- BP	40 BP	18.6%	13.3%	- BP	30 BP	13.6%	520 BP	530 BP
Total Operating Segments	14.7%	- BP	10 BP	14.8%	13.1%	- BP	10 BP	13.2%	160 BP	160 BP
Income:										
Industrial Process	29	-	-	29	24	-	-	24	22.2%	22.2%
Motion Technologies	22	-	-	22	18	-	-	18	22.2%	22.2%
Interconnect Solutions	15	-	-	15	11	-	0	11	44.8%	42.1%
Control Technologies	15	-	0	16	9	-	-	9	71.1%	70.7%
Total Segment Operating Income	81	-	0	81	61	-	0	61	33.3%	32.7%

Note: Immaterial differences due to rounding



All Results are Unaudited

May 4, 2012 P12



ITT Corporation
Reported vs Adjusted Segment Operating Income & OI Margin
First Quarter of 2011 & 2010

(\$ Millions)

	3M 2011	3M 2011	3M 2011	3M 2011	3M 2010	3M 2010	3M 2010	3M 2010	% Change	% Change
	As Reported	Spin Costs	Restructuring	As Adjusted	As Reported	Spin Costs	Restructuring	As Adjusted	As Reported 11 vs. 10	Adj for 11 vs. 10
Revenue:										
Industrial Process	168			168	172			172	-2.7%	-2.7%
Motion Technologies	184			184	169			169	8.4%	8.4%
Interconnect Solutions	108			108	98			98	10.2%	10.2%
Control Technologies	78			78	66			66	18.4%	18.4%
Intersegment eliminations	(5)			(5)	(5)			(5)	-3.8%	-3.8%
Total Revenue	533			533	501			501	6.4%	6.4%
Operating Margin:										
Industrial Process	12.5%	- BP	10 BP	12.6%	10.6%	- BP	- BP	10.6%	190 BP	200 BP
Motion Technologies	15.1%	- BP	- BP	15.1%	17.4%	- BP	- BP	17.4%	(230) BP	(230) BP
Interconnect Solutions	10.4%	- BP	- BP	10.4%	9.6%	- BP	30 BP	9.9%	80 BP	50 BP
Control Technologies	17.1%	- BP	130 BP	18.5%	11.3%	- BP	40 BP	11.7%	580 BP	680 BP
Total Operating Segments	13.7%	- BP	30 BP	14.0%	12.9%	- BP	10 BP	13.0%	80 BP	100 BP
Income:										
Industrial Process	21	-	0	21	18	-	0	18	15.4%	15.3%
Motion Technologies	28	-	0	28	29	-	-	29	-5.8%	-5.4%
Interconnect Solutions	11	-	-	11	9	-	0	10	20.2%	16.5%
Control Technologies	13	-	1	14	7	-	0	8	81.1%	88.3%
Total Segment Operating Income	73	-	1	74	64	-	1	65	14.0%	14.1%

Note: Immaterial differences due to rounding



All Results are Unaudited

May 4, 2012 P13

ITT Corporation Non-GAAP Reconciliation
Reported vs. Adjusted Income from Continuing Operations & Adjusted EPS
Full Year 2011 & 2010
(Unaudited)
(\$ Millions, except EPS and shares)

	FY 2011 As Reported	Non-GAAP Adjustments	Pro Forma Adjustments	FY 2011 As Adjusted	FY 2010 As Reported	Non-GAAP Adjustments	Pro Forma Adjustments	FY 2010 As Adjusted	Change 2011 vs. 2010 As Adjusted	Percent Change 2011 vs. 2010 As Adjusted
Segment Operating Income	269	10 #A	-	279	230	4 #A	-	234		
Interest Income (Expense)	(72)	(2) #B	54 #E	(20)	(86)	(9) #B	73 #E	(22)		
Other Income (Expense)	(1)	(2) #B	-	(3)	(6)	-	-	(6)		
Gain on sale of Assets	2	-	-	2	-	-	-	-		
Corporate (Expense)	(516)	478 #C	-	(38)	(414)	385 #F	-	(29)		
(Loss) Income from Continuing Operations before Tax	(318)	484	54	220	(276)	380	73	177		
Income Tax Benefit (Expense)	(260)	210 #D	(20)	(70)	144	(174) #G	(27)	(57)		
(Loss) Income from Continuing Operations	(578)	694	34	150	(132)	206	46	120		
EPS from Continuing Operations	(6.23)	7.42 #H	0.36 #H	1.60 #I	(1.44)	2.22 #H	0.49 #H	1.90 #I	0.30	23%

#A - Restructuring costs and transformation costs (\$5M - 2011 only) included in segment operating income

#B - Interest related to closure of a tax audit

#C - Transformation costs (\$391M); Annual asbestos remeasurement (\$41M); Quarterly asbestos provision (\$59M); Release of guarantee (\$10M); Reversal of legacy related reserve (\$2M); Gain on legal entity liquidation (\$3M)

#D - Includes effect of additional valuation allowance (\$340M); Charge on undistributed foreign earnings (\$69M); Benefit from change in state tax rates (\$31M)

#E - Pro forma adjustment reflects elimination of interest expense as if repayment of \$1,250M of long term debt occurred January 1 and elimination of interest income as if \$400M of aggregate cash was distributed to Exelis and Xylem on January 1

#F - Annual asbestos remeasurement (\$330M); Quarterly asbestos provision (\$55M)

#G - Includes release of tax valuation allowance (\$36M); Writeoff of deferred tax asset associated with Pension Protection Act (\$12M); Favorable settlement of tax audit (\$5M)

#H - Adjustments to EPS from Continuing Operations

Restructuring, net of related tax benefit	0.03							0.03		
Interest income, net of related tax expense	(0.01)							(0.06)		
Transformation costs, net of related tax benefit	2.75							-		
Asbestos, net of related tax benefit	0.67							2.60		
Legacy matters and legal entity liquidation, net of related tax expense	(0.10)							-		
Charge on undistributed foreign earnings	0.74							-		
Change in state tax rates	(0.33)							-		
Change in tax valuation allowance	3.64							(0.39)		
Write-off of deferred tax asset	-							0.13		
Settlement of tax audit	-							(0.05)		
Other tax adjustments	0.03							(0.04)		
Pro forma interest expense adjustments, net of tax benefit	0.36							0.49		
Adjustments to EPS from Continuing Operations	7.78							2.71		

#I - Impact of \$0.05 in 2011 and \$0.03 in 2010 of increasing share count due to adjusting loss from continuing operations to adjusted income from continuing operations

Note: Immaterial differences due to rounding



All Results are Unaudited

May 4, 2012 P14



ITT Corporation Non-GAAP Reconciliation
Reported vs. Adjusted Income from Continuing Operations & Adjusted EPS
Fourth Quarter of 2011 & 2010
(Unaudited)
(\$ Millions, except EPS and shares)

	Q4 2011 As Reported	Non-GAAP Adjustments	Pro Forma Adjustments	Q4 2011 As Adjusted	Q4 2010 As Reported	Non-GAAP Adjustments	Pro Forma Adjustments	Q4 2010 As Adjusted	Change 2011 vs. 2010 As Adjusted	Percent Change 2011 vs. 2010 As Adjusted
Segment Operating Income	53	7 #A	-	60	53	1 #A	-	54		
Interest Income (Expense)	(7)	-	3 #D	(4)	(25)	-	17 #D	(8)		
Other Income (Expense)	2	(2) #B	-	-	(1)	-	-	(1)		
Gain on sale of Assets	-	-	-	-	-	-	-	-		
Corporate (Expense)	(326)	305 #B	-	(21)	(18)	17 #E	-	(1)		
(Loss) Income from Continuing Operations before Tax	(278)	310	3	35	9	18	17	44		
Income Tax Benefit (Expense)	(208)	268 #C	(1)	(1)	(2)	(7)	(6)	(15)		
(Loss) Income from Continuing Operations	(546)	578	2	34	7	11	11	29		
EPS from Continuing Operations	(5.86)	6.14 #F	0.02 #F	0.36 #G	0.07	0.12 #F	0.11 #F	0.30	0.06	20%

#A - Restructuring costs and transformation costs (\$4M - 2011 only) included in segment operating income

#B - Transformation costs (\$308M); Asbestos provision (\$10M); Release of guarantees (\$10M); Reversal of legacy related reserve (\$2M); Gain on legal entity liquidation (\$3M)

#C - Includes effect of additional valuation allowance (\$340M); accrual for potential repatriation (\$69M); benefit from change in state tax rates (\$31M)

#D - Pro forma adjustment reflects elimination of interest expense as if repayment of \$1,250M of long term debt occurred January 1 and elimination of interest income as if \$400M of aggregate cash was distributed to Exelis and Xyiem on January 1

#E - Adjustment related to asbestos provision (\$17M)

#F - Adjustment to EPS from Continuing Operations

Restructuring, net of related tax benefit	0.02	0.01
Transformation costs, net of related tax benefit	2.12	-
Asbestos, net of related tax benefit	0.04	0.11
Legacy matters and spin liquidation, net of related tax expense	(0.10)	-
Charge on undistributed foreign earnings	0.73	-
Change in state tax rates	(0.33)	-
Change in tax valuation allowance	3.61	-
Other tax adjustments	0.05	-
Pro forma interest expense adjustments, net of tax benefit	0.02	0.11
Adjustments to EPS from Continuing Operations	6.16	0.23

#G - Impact of \$0.06 in 2011 of increasing share count due to adjusting loss from continuing operations to adjusted income from continuing operations

Note: Immaterial differences due to rounding



All Results are Unaudited

May 4, 2012 P15



ITT Corporation Non-GAAP Reconciliation
Reported vs. Adjusted Income from Continuing Operations & Adjusted EPS
Third Quarter of 2011 & 2010
(Unaudited)
(\$ Millions, except EPS and shares)

	Q3 2011 As Reported	Non-GAAP Adjustments	Pro Forma Adjustments	Q3 2011 As Adjusted	Q3 2010 As Reported	Non-GAAP Adjustments	Pro Forma Adjustments	Q3 2010 As Adjusted	Change 2011 vs. 2010 As Adjusted	Percent Change 2011 vs. 2010 As Adjusted
Segment Operating Income	61	1 #A	-	62	53	1 #A	-	54		
Interest Income (Expense)	(21)	(2) #B	17 #D	(6)	(24)	-	17 #D	(7)		
Other Income (Expense)	(2)	-	-	(2)	(2)	-	-	(2)		
Gain on sale of Assets	-	-	-	-	-	-	-	-		
Corporate (Expense)	(71)	78 #C	-	7	(343)	341 #E	-	(2)		
(Loss) Income from Continuing Operations before Tax	(33)	77	17	61	(318)	342	17	43		
Income Tax Benefit (Expense)	4	(27)	(6)	(29)	166	(168) #F	(6)	(8)		
(Loss) Income from Continuing Operations	(29)	50	11	32	(150)	174	11	35		
EPS from Continuing Operations	(0.32)	0.54 #G	0.11 #G	0.33	(1.63)	1.88 #G	0.11 #G	0.38 #H	(0.05)	-13%

#A - Transformation costs (\$1M - 2011 only) and Restructuring costs (\$1M - 2010 only) included in segment operating income

#B - Interest related to closure of a tax audit

#C - Transformation costs (\$19M), Annual asbestos remeasurement (\$41M), Quarterly asbestos provision (\$18M)

#D - Pro forma adjustment reflects elimination of interest expense as if repayment of \$1.250M of long term debt occurred January 1 and elimination of interest income as if \$400M of aggregate cash was distributed to Exelis and Xylem on January 1

#E - Adjustment related to 2010 annual assessment of asbestos claims (\$330M); Asbestos provision (\$11M)

#F - Includes release of tax valuation allowance (\$36M)

#G - Adjustment to EPS from Continuing Operations

Restructuring, net of related tax benefit	-	0.01
Interest income, net of related tax expense	(0.01)	-
Transformation costs, net of related tax benefit	0.17	-
Asbestos, net of related tax benefit	0.40	2.29
Change in tax valuation allowance	-	(0.39)
Other tax adjustments	(0.02)	(0.03)
Pro forma interest expense adjustments, net of tax benefit	0.11	0.11
Other	-	-
Adjustments to EPS from Continuing Operations	0.65	1.99

#H - Impact of \$0.02 in 2010 of increasing share count due to adjusting loss from continuing operations to adjusted income from continuing operations

Note: Immaterial differences due to rounding



All Results are Unaudited

May 4, 2012 P16



ITT Corporation Non-GAAP Reconciliation
Reported vs. Adjusted Income from Continuing Operations & Adjusted EPS
Second Quarter of 2011 & 2010
(Unaudited)
(\$ Millions, except EPS and shares)

	Q2 2011 As Reported	Non-GAAP Adjustments	Pro Forma Adjustments	Q2 2011 As Adjusted	Q2 2010 As Reported	Non-GAAP Adjustments	Pro Forma Adjustments	Q2 2010 As Adjusted	Change 2011 vs. 2010 As Adjusted	Percent Change 2011 vs. 2010 As Adjusted
Segment Operating Income	81	-	-	81	61	-	-	61		
Interest Income (Expense)	(21)	-	17 #B	(4)	(15)	(9) #C	20 #B	(4)		
Other Income (Expense)	1	-	-	1	(3)	-	-	(3)		
Gain on sale of Assets	2	-	-	2	-	-	-	-		
Corporate (Expense)	(35)	21 #A	-	(14)	(30)	12 #D	-	(18)		
(Loss) Income from Continuing Operations before Tax	28	21	17	66	13	3	20	36		
Income Tax Benefit (Expense)	(9)	(7)	(6)	(22)	(2)	(6) #E	(8)	(16)		
(Loss) Income from Continuing Operations	19	14	11	44	11	(3)	13	21		
EPS from Continuing Operations	0.20	0.15 #F	0.11 #F	0.46	0.12	(0.03) #F	0.13 #F	0.22	0.24	109%

#A - Transformation costs related to planned spinoffs (\$5M), Asbestos provision (\$16M)

#B - Pro forma adjustment reflects elimination of interest expense as if repayment of \$1,250M of long term debt occurred January 1 and elimination of interest income as if \$400M of aggregate cash was distributed to Exelis and Xylem on January 1

#C - Interest related to closure of a tax audit

#D - Asbestos provision (\$12M)

#E - Favorable settlement of tax audit (\$5M)

#F - Adjustment to EPS from Continuing Operations

Interest income, net of related tax expense	-	(0.06)
Transformation costs, net of related tax benefit	0.03	-
Asbestos, net of related tax benefit	0.12	0.08
Settlement of tax audit	-	(0.05)
Other tax adjustments	-	-
Pro forma interest expense adjustments, net of tax benefit	0.11	0.13
Adjustments to EPS from Continuing Operations	0.26	0.10

Note: Immaterial differences due to rounding



All Results are Unaudited

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ITT Corporation Non-GAAP Reconciliation
Reported vs. Adjusted Income from Continuing Operations & Adjusted EPS
First Quarter of 2011 & 2010
(Unaudited)
(\$ Millions, except EPS and shares)

	Q1 2011 As Reported	Non-GAAP Adjustments	Pro Forma Adjustments	Q1 2011 As Adjusted	Q1 2010 As Reported	Non-GAAP Adjustments	Pro Forma Adjustments	Q1 2010 As Adjusted	Change 2011 vs. 2010 As Adjusted	Percent Change 2011 vs. 2010 As Adjusted
Segment Operating Income	73	1 #A	-	74	64	1 #A	-	65		
Interest Income (Expense)	(24)	-	17 #C	(7)	(23)	-	18 #C	(5)		
Other Income (Expense)	(1)	-	-	(1)	(1)	-	-	(1)		
Gain on sale of Assets	-	-	-	-	-	-	-	-		
Corporate (Expense)	(83)	76 #B	-	(7)	(22)	15 #D	-	(7)		
(Loss) Income from Continuing Operations before Tax	(35)	77	17	59	18	16	18	52		
Income Tax Benefit (Expense)	13	(24)	(6)	(17)	(18)	6 #E	(7)	(19)		
(Loss) Income from Continuing Operations	(22)	53	11	42	-	22	11	33		
EPS from Continuing Operations	(0.23)	0.57 #F	0.11 #F	0.45	-	0.24 #F	0.12 #F	0.36	0.09	25%

#A - Restructuring costs included in segment operating income

#B - Transformation costs (\$60M), Quarterly asbestos provision (\$16M)

#C - Pro forma adjustment reflects elimination of interest expense as if repayment of \$1,250M of long term debt occurred January 1 and elimination of interest income as if \$400M of aggregate cash was distributed to Exelis and Xylem on January 1

#D - Asbestos provision (\$15M)

#E - Includes writeoff of deferred tax asset associated with Pension Protection Act (\$12M)

#F - Adjustments to EPS from Continuing Operations

Restructuring, net of related tax benefit	0.01	0.01
Transformation costs, net of related tax benefit	0.43	-
Asbestos, net of related tax benefit	0.13	0.10
Write-off of deferred tax asset	-	0.13
Pro forma interest expense adjustments, net of tax benefit	0.11	0.12
Adjustments to EPS from Continuing Operations	0.68	0.36

Note: Immaterial differences due to rounding



All Results are Unaudited

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