FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

| OMB APPRO | DVAL |
|------------------------|-----------|
| OMB Number: | 3235-0287 |
| Estimated average burd | den |
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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 S | Section | on 30(h) (| of the | Investmen | t Cor | npany Act | of 1940 | | | | | | | |
|---|--|--|---|---|---|-----------------|------------|---------------|---|--|---|-------------------------------|--|-----------------------|---|--|--|---|---|
| 1. Name and Address of Reporting Person* TAMBAKERAS MARKOS I | | | | 2. Issuer Name and Ticker or Trading Symbol ITT INDUSTRIES INC [ITT] | | | | | | | (Ch | eck all appli | tionship of Reporting Pers all applicable) Director Officer (give title below) | | son(s) to Iss | | | | |
| (Last) (First) (Middle) 6815 EAST CABALLO DRIVE | | | | | 3. Date of Earliest Transaction (Month/Day/Year) 03/06/2006 | | | | | | | | | | | | Other (s | specify | |
| (Street) PARADI VALLEY | Δ | Z { | 35253 | | 4. If Amendment, Date of Original Filed (Month/Day/Year) | | | | | | Line | e) X Form t Form t | nal or Joint/Group Filing (Check Ap Form filed by One Reporting Perso Form filed by More than One Repo Person | | | on | | | |
| (City) | (SI | tate) (| Zip) | | | | | | | | | | | | | | | | |
| | | Tab | le I - Non- | Deriva | ative | Se | curitie | s Ac | quired, | Dis | posed c | of, or Be | enef | icial | ly Owned | ł | | | |
| 1. Title of Security (Instr. 3) 2. Transac Date (Month/Date) | | | | | | Execution Date, | | | Code (I | Transaction Disposed Of (D) (Instr. 3, 4 | | | | Benefici | es Forr ally (D) of Following (I) (II | | n: Direct r Indirect istr. 4) | 7. Nature of Indirect Beneficial Ownership | |
| | | | | | Code | v | Amount | (A) or (D) | | Price | Transac | ansaction(s) str. 3 and 4) | | | (Instr. 4) | | | | |
| | 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 Da if any (Month/Day/ | ate, T | 4. Transactic Code (Inst | | | | 6. Date Exercisal Expiration Date (Month/Day/Year | | r) Amoun Securit Underly Derivat | | . Title and Amount of Securities Juderlying Jerivative Security Instr. 3 and 4) | | 8. Price of Derivative Security (Instr. 5) | 9. Number derivative Securities Beneficiall Owned Following Reported Transactio (Instr. 4) | Ownersh Form: Direct (D) or Indirect (I) (Instr. | Ownership | Beneficial Ownership t (Instr. 4) |
| | | | | c | Code | v | (A) | (D) | Date Exercisabl | | xpiration ate | Title | or Nu of | nount mber ares | | | | | |
| Stock Option (Right to Buy) | \$52.68 | 03/06/2006 | | | A | | 3,040 | | (1) | 0 | 3/06/2013 | Common Stock | 3, | 040 | \$0.00 | 3,040 | | D | |

Explanation of Responses:

1. Options granted under the ITT Industries, Inc. 2003 Equity Incentive Plan. The options will become exercisable in one-third cumulative annual installments on the first, second and third anniversaries of the date of grant.

Remarks:

/s/Kathleen S. Stolar, Secretary of ITT Industries, Inc. by power of attorney granted for 03/08/2006 Markos I. Tambakeras, Director of ITT Industries, Inc.

** 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.