

| OMB APPROVAL                                 |           |
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**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

|  |  |  |
|--|--|--|
| 1. Name and Address of Reporting Person*<br><u>Batliwala Farrokh</u><br><br>(Last) (First) (Middle)<br><u>C/O ITT INC. 1133 WESTCHESTER AVENUE</u><br><br>(Street)<br><u>WHITE PLAINS NY 10604</u><br><br>(City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol<br><u>ITT Inc. [ ITT ]</u> | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable)<br>Director 10% Owner<br><input checked="" type="checkbox"/> Officer (give title below) Other (specify below)<br>See Remarks           |
|  | 3. Date of Earliest Transaction (Month/Day/Year)<br><u>03/04/2019</u>  |  |
|  |  | 6. Individual or Joint/Group Filing (Check Applicable Line)<br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br><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                    | 03/04/2019                           |  | A                              |   | 3,430 <sup>(1)</sup>  | A          | \$0.00         | 18,123.277 <sup>(2)</sup>   | D  |   |
| Common Stock                    | 03/04/2019                           |  | A                              |   | 6,502   | A          | <sup>(3)</sup> | 24,625.277 <sup>(2)</sup>   | D  |   |
| Common Stock                    | 03/05/2019                           |  | F                              |   | 2,013 <sup>(4)</sup>  | D          | \$58.44        | 22,612.277  | D  |   |
| Common Stock                    |                                      |  |                                |   |   |            |                | 593.4941 <sup>(5)</sup>   | I  | By 401(k) plan  |

**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) |   | 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) |   |  |  |   |  |

**Explanation of Responses:**

- Reflects an award of restricted stock units, all of which are scheduled to vest on March 4, 2022.
- Includes 10.277 shares under a dividend reinvestment plan.
- Acquired upon the settlement of performance units granted on February 19, 2016 under the ITT Inc. 2011 Omnibus Incentive Plan as a result of the satisfaction of the performance criteria underlying the award.
- Reflects the withholding of 2,013 shares of common stock to pay the tax liability incident to the settlement of performance units on March 4, 2019, as described in footnote (3) above. The number of shares withheld was determined on March 5, 2019 based on the average of the high/low price of the Issuer's common stock on March 4, 2019.
- As of March 4, 2019.

**Remarks:**

SVP & President, Connect and Control Technologies

/s/ Lori B. Marino, Secretary of ITT Inc., by Power of Attorney 03/06/2019 for Farrokh Batliwala

\*\* 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.