

**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	
OMB Number:	3235-0287
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1. Name and Address of Reporting Person * <u>Ramos Denise L</u>  (Last) (First) (Middle) <u>C/O ITT INC. 1133 WESTCHESTER AVENUE</u>  (Street) <u>WHITE PLAINS NY 10604</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>ITT 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>See Remarks</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>03/07/2017</u>	
		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	03/07/2017		F		10,371 <sup>(1)</sup>	D	\$41.15	258,032	D	
Common Stock	03/07/2017		M		8,428	A	\$20.28	266,460	D	
Common Stock	03/07/2017		S		8,428	D	\$41.0027 <sup>(2)</sup>	258,032	D	
Common Stock	03/08/2017		M		66,572	A	\$20.28	324,604	D	
Common Stock	03/08/2017		S		66,572	D	\$41	258,032	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)	
				Code	V		(A)	(D)						Date Exercisable
Employee Stock Option (Right to Buy)	\$20.28	03/07/2017		M		8,428	(3)	11/07/2021	Common Stock	8,428	\$0.00	141,572	D	
Employee Stock Option (Right to Buy)	\$20.28	03/08/2017		M		66,572	(3)	11/07/2021	Common Stock	66,572	\$0.00	75,000	D	

**Explanation of Responses:**

- Reflects the withholding of 10,371 shares of common stock to pay the tax liability incident to the vesting on March 4, 2017 of restricted stock units granted under the ITT 2011 Omnibus Incentive Plan on March 4, 2014. The number of shares withheld was determined on March 7, 2017 based on the average of the high/low trading price of the common stock of ITT Inc. (the "Issuer") on March 6, 2017.
- This price represents the approximate weighted average price per share of sales of common stock of the Issuer, which were executed at prices ranging from \$41.00 to \$41.03 per share. The reporting person undertakes to provide, upon request by the Securities and Exchange Commission staff, the Issuer or a security holder of the Issuer, full information regarding the number of shares sold at each price.
- These options were granted on November 7, 2011 and vested in three equal annual installments beginning on the first anniversary of the grant date.

**Remarks:**

Chief Executive Officer and President

/s/ Lori B. Marino, Secretary of ITT Inc., by Power of Attorney. 03/09/2017 for Denise L. Ramos

\*\* 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.