

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

AMENDMENT NO. 2

TO
FORM S-3
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

ITT DESTINATIONS, INC.
(EXACT NAME OF REGISTRANT AS SPECIFIED IN ITS
CHARTER)
NEVADA
(STATE OF INCORPORATION)
88-0340591
(I.R.S. EMPLOYER IDENTIFICATION NO.)
1330 AVENUE OF THE AMERICAS
NEW YORK, NY 10019-5490
(212) 258-1000

(ADDRESS, INCLUDING ZIP CODE AND TELEPHONE
NUMBER,
OF PRINCIPAL EXECUTIVE OFFICES OF BOTH
REGISTRANTS)

ITT CORPORATION
(EXACT NAME OF REGISTRANT AS SPECIFIED IN ITS
CHARTER)
DELAWARE
(STATE OF INCORPORATION)
13-5158950
(I.R.S. EMPLOYER IDENTIFICATION NO.)
RICHARD S. WARD, ESQ.
EXECUTIVE VICE PRESIDENT AND
GENERAL COUNSEL, ITT CORPORATION
1330 AVENUE OF THE AMERICAS
NEW YORK, NY 10019-5490
(212) 258-1000

(ADDRESS, INCLUDING ZIP CODE AND TELEPHONE
NUMBER,
OF AGENT FOR SERVICE OF BOTH REGISTRANTS)

Copies to:

JOHN W. WHITE, Esq.
CRAVATH, SWAINE & MOORE
Worldwide Plaza
825 Eighth Avenue
New York, NY 10019-7475

WALTER F. DIEHL, JR., Esq.
ITT CORPORATION
1330 Avenue of the Americas
New York, NY 10019-5490

APPROXIMATE DATE OF COMMENCEMENT OF PROPOSED SALE TO THE PUBLIC: From time to time after the effective date of this registration statement.

If the only securities being registered on this form are being offered pursuant to dividend or interest reinvestment plans, please check the following box. / /

If any of the securities being registered on this form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, other than securities offered only in connection with dividend or interest reinvestment plans, check the following box. /X/

If this form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. / /

If this form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. / /

If delivery of the prospectus is expected to be made pursuant to Rule 434, please check the following box. /X/

THE REGISTRANT HEREBY AMENDS THIS REGISTRATION STATEMENT ON SUCH DATE OR DATES AS MAY BE NECESSARY TO DELAY ITS EFFECTIVE DATE UNTIL THE REGISTRANT SHALL FILE A FURTHER AMENDMENT WHICH SPECIFICALLY STATES THAT THIS REGISTRATION STATEMENT SHALL THEREAFTER BECOME EFFECTIVE IN ACCORDANCE WITH SECTION 8(A) OF THE SECURITIES ACT OF 1933 OR UNTIL THE REGISTRATION STATEMENT SHALL BECOME EFFECTIVE ON SUCH DATE AS THE COMMISSION, ACTING PURSUANT TO SAID SECTION 8(A), MAY DETERMINE.

PART II

INFORMATION NOT REQUIRED IN PROSPECTUS

ITEM 16. EXHIBITS.

See Exhibit Index elsewhere herein.

II-1

SIGNATURES

PURSUANT TO THE REQUIREMENTS OF THE SECURITIES ACT OF 1933, THE REGISTRANT CERTIFIES THAT IT HAS REASONABLE GROUNDS TO BELIEVE THAT IT MEETS ALL OF THE REQUIREMENTS FOR FILING ON FORM S-3 AND HAS DULY CAUSED THIS AMENDMENT NO. 2 TO THE REGISTRATION STATEMENT TO BE SIGNED ON ITS BEHALF BY THE UNDERSIGNED, THEREUNTO DULY AUTHORIZED, IN THE CITY AND STATE OF NEW YORK ON THIS 16TH DAY OF NOVEMBER, 1995.

ITT DESTINATIONS, INC.

By: /S/ ROBERT A. BOWMAN

 Robert A. Bowman
 President, Treasurer and Secretary

PURSUANT TO THE REQUIREMENTS OF THE SECURITIES ACT OF 1933, THIS AMENDMENT NO. 2 TO THE REGISTRATION STATEMENT HAS BEEN SIGNED BY THE FOLLOWING PERSONS IN THE CAPACITIES AND ON THE DATES INDICATED.

SIGNATURE

TITLE

DATE

 /S/ ROBERT A. BOWMAN

 President, Treasurer,
 Secretary and Director

 November 16, 1995

 Robert A. Bowman
 (Principal Executive Officer,
 Principal Financial Officer and
 Principal Accounting Officer)

SIGNATURES

PURSUANT TO THE REQUIREMENTS OF THE SECURITIES ACT OF 1933, THE REGISTRANT CERTIFIES THAT IT HAS REASONABLE GROUNDS TO BELIEVE THAT IT MEETS ALL OF THE REQUIREMENTS FOR FILING ON FORM S-3 AND HAS DULY CAUSED THIS AMENDMENT NO. 2 TO THE REGISTRATION STATEMENT TO BE SIGNED ON ITS BEHALF BY THE UNDERSIGNED, THEREUNTO DULY AUTHORIZED, IN THE CITY AND STATE OF NEW YORK ON THIS 16TH DAY OF NOVEMBER, 1995.

ITT CORPORATION

By: /S/ JON F. DANSKI

Jon F. Danski
Senior Vice President and Controller

PURSUANT TO THE REQUIREMENTS OF THE SECURITIES ACT OF 1933, THIS AMENDMENT NO. 2 TO THE REGISTRATION STATEMENT HAS BEEN SIGNED BY THE FOLLOWING PERSONS IN THE CAPACITIES AND ON THE DATES INDICATED.

SIGNATURE	TITLE	DATE
* ----- Rand V. Araskog (Principal Executive Officer)	Chairman, President and Chief Executive and Director	November 16, 1995
* ----- Robert A. Bowman (Principal Financial Officer)	Executive Vice President and Chief Financial Officer	November 16, 1995
* ----- Bette B. Anderson	Director	November 16, 1995
* ----- Nolan D. Archibald	Director	November 16, 1995
* ----- Robert A. Burnett	Director	November 16, 1995
* ----- Michel David-Weill	Director	November 16, 1995
* ----- S. Parker Gilbert	Director	November 16, 1995
* ----- Paul G. Kirk, Jr.	Director	November 16, 1995
* ----- Edward C. Meyer	Director	November 16, 1995
* ----- Benjamin F. Payton	Director	November 16, 1995
* ----- Margita E. White	Director	November 16, 1995
*By /S/ RICHARD S. WARD ----- Richard S. Ward Attorney-in-fact		

EXHIBIT INDEX

EXHIBIT NUMBER	DESCRIPTION	LOCATION
1	Form of Underwriting Agreement for dollar denominated Securities to be distributed in the United States. ((i) An Underwriting Agreement relating to securities to be distributed outside the United States or for Securities denominated in foreign currencies or foreign currency units or (ii) any Selling Agency or Distribution Agreement with any Agent will be filed as an exhibit to a Current Report on Form 8-K and incorporated herein by reference).....	Previously filed.
2	Plan of acquisition, reorganization, arrangement, liquidation or succession.....	Not applicable.
4 (a)(i)	Form of Indenture to be dated as of November , 1995, among ITT Destinations, Inc., ITT Corporation and The First National Bank of Chicago, as Trustee, with respect to the Debt Securities.....	Previously filed.
(a)(ii)	Form of Indenture to be dated as of November ,1995, among ITT Destinations Inc., ITT Corporation and one or more banking institutions to be qualified as Trustee pursuant to Section 305(b)(2) of the Trust Indenture Act of 1939.....	Incorporated by reference to Exhibit 4(a)(i) (except for name of Trustee)
	The form or forms of such Debt Securities and Guarantees, if any, with respect to each particular offering will be filed as an exhibit to a Current Report on Form 8-K and incorporated herein by reference.	
4 (b)	Form of Warrant Agreement to be entered into by ITT Destinations, Inc. and the Warrant Agent (including form of Warrant Certificate).....	The form or forms of such Warrants with respect to each particular offering will be filed as an exhibit to a Current Report on Form 8-K and incorporated herein by reference.
5	Opinion of Richard S. Ward, Esq., on behalf of ITT Destinations, Inc. and ITT Corporation, in respect of the legality of the Securities, including the Guarantees..... An unqualified opinion with respect to each particular offering will be filed as an exhibit to a Current Report on Form 8-K and incorporated herein by reference.	Previously filed.
12 (a)	Computation of ITT Corporation ratio of earnings to fixed charges for the nine months ended September 30, 1995.....	Incorporated by reference to Exhibit 12(a) to ITT Corporation's Quarterly Report on Form 10-Q for the period ended September 30, 1995, File No. 1-5627.

EXHIBIT NUMBER	DESCRIPTION	LOCATION
12	(a)(ii) Computation of ITT Corporation ratios of earnings to fixed charges for the five years ended December 31, 1994.....	Incorporated by reference to Exhibit 12(a) to ITT Corporation's Quarterly Report on Form 10-Q for the period ended September 30, 1995, File No. 1-5627.
12	(b) Computation of ITT Destinations, Inc. ratios of earnings to fixed charges for the nine months ended September 30, 1995 and the five years ended December 31, 1994.....	Filed herewith.
15	Letter re unaudited interim financial information.....	Not applicable.
23	Consents of experts and counsel	
	(a) Consent of Arthur Andersen LLP.....	Previously filed.
	(b) Consent of Arthur Andersen LLP.....	Previously filed.
	(c) Consent of Price Waterhouse (Milan, Italy).....	Previously filed.
	(d) Consent of Arthur Andersen LLP.....	Previously filed.
	(e) Consent of counsel.....	Previously filed.
24	Power of attorney.....	Previously filed.
25	Form T-1, Statement of Eligibility and Qualification under the Trust Indenture Act of 1939 of The First National Bank of Chicago, Trustee under an Indenture pursuant to which Debt Securities are to be issued....	Previously filed.
26	Invitations for competitive bids.....	Not applicable.
28P	Information from reports furnished to state insurance regulatory authorities.....	Incorporated by reference to ITT Corporation's Form SE dated March 15, 1995 (CIK No. 216228).
99	Additional exhibits.....	Not applicable.

ITT DESTINATIONS, INC.

CALCULATION OF RATIO OF EARNINGS TO TOTAL FIXED CHARGES
(Millions of Dollars)

	NINE MONTHS ENDED SEPTEMBER 30,		YEARS ENDED DECEMBER 31,				
	1995	1994	1994	1993	1992	1991	1990
Earnings:							
Income from continuing operations.....	\$103	\$ 59	\$ 74	\$ 39	\$ 2	\$ 43	\$ 20
Add (deduct):							
Adjustment for distributions in excess of (less than)							
undistributed equity earnings and losses.....	13	11	16	13	21	--	--
Income taxes.....	69	44	58	63	4	28	--
Minority equity in net income.....	16	11	12	17	15	14	7
Amortization of interest capitalized.....	2	2	3	3	4	17	2
	203	127	163	135	46	102	29
Fixed Charges:							
Interest and other financial charges.....	254	74	132	30	41	171	143
Interest factor attributable to rentals.....	19	22	25	29	29	27	23
	273	96	157	59	70	198	166
Earnings, as adjusted, from continuing operations.....	\$476	\$223	\$320	\$194	\$116	\$300	\$195
Fixed Charges:							
Fixed charges above.....	\$273	\$ 96	\$157	\$ 59	\$ 70	\$198	\$166
Interest capitalized.....	5	1	5	1	8	15	37
Total fixed charges.....	\$278	\$ 97	\$162	\$ 60	\$ 78	\$213	\$203
Ratios:							
Earnings, as adjusted, from continuing operations to total fixed charges.....	1.71	2.30	1.98	3.23	1.49	1.41	*

Notes:

* Earnings are inadequate to cover total fixed charges by \$8.

- (a) The adjustment for distributions in excess of (less than) undistributed equity earnings and losses represents the adjustment to income for distributions in excess of (less than) undistributed earnings and losses of companies in which at least 20% but less than 50% equity is owned.
- (b) Interest and other financial charges excludes interest expense on joint venture borrowings of \$11 million in each of the nine month periods ended September 30, 1995 and 1994 and \$15 million and \$17 million, respectively, in the years ended December 31, 1994 and 1993.
- (c) The interest factor attributable to rentals was computed by calculating the estimated present value of all long-term rental commitments and applying the approximate weighted average interest rate inherent in the lease obligations and adding thereto the interest element assumed in short-term cancelable and contingent rentals excluded from the commitment data but included in rental expense.