

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 Instructions 1(b).

1. Name and Address of Reporting Person  
 Giuliano, Louis J.  
 ITT Industries, Inc.  
 4 West Red Oak Lane  
 White Plains, NY 10604
2. Issuer Name and Ticker or Trading Symbol  
 ITT Industries, Inc.  
 ITT
3. IRS or Social Security Number of Reporting Person (Voluntary)
4. Statement for Month/Year  
 2/8/02
5. If Amendment, Date of Original (Month/Year)  
 2/8/02
6. Relationship of Reporting Person(s) to Issuer (Check all applicable)  
 (X) Director ( ) 10% Owner (X) Officer (give title below) ( ) Other  
 (specify below)  
 Chairman, President and Chief Executive Officer
7. Individual or Joint/Group Filing (Check Applicable Line)  
 (X) Form filed by One Reporting Person  
 ( ) Form filed by More than One Reporting Person

Table I -- Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security	2. Transaction Date	3. Code	4. Securities Acquired (A) or Disposed of (D)			5. Amount of Securities Beneficially Owned at End of Month	6. Direct (D) or Indirect (I)	7. Nature of Indirect Beneficial Ownership
			Amount	A/D	Price			
Common Stock (ISP) (1)						6,889	I	In Trust
Common Stock (2)	12/31/01	A	7,775	A	\$50.50	7,775	D	
Common Stock	2/6/02	M	216,466	A	\$15.72			
Common Stock	2/6/02	F	117,913	D	\$54.05			
Common Stock	2/6/02	D	61,021	D	\$54.05	37,532 (6)	I	In Trust
Common Stock (5)						14,474	D	

Table II -- Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Derivative Security	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date	4. Code	5. Number of Derivative Securities Acquired (A) or Disposed of (D)			6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities	8. Price of Derivative Security	9. Number of Derivative Securities Beneficially Owned at End of Month	10. Direct (D) or Indirect (I)	11. Nature of Indirect Beneficial Ownership
				Amount	A/D	Amount						
Employee Stock Option (Right to Buy) (3)	\$50.65	1/2/02	A	100,000	A	(3)	1/4/12	Common Stock	100,000	100,000	D	
Employee Stock Option (Right to Buy) (4)	\$15.72	2/6/02	M	216,466	D		10/14/96 - 10/16/03	Common Stock	216,466	- 0 -		

Explanation of Responses:  
 (1) Shares acquired under the ITT Industries Investment and Savings Plan reflecting accumulations through January 31, 2002.  
 (2) Shares granted under the ITT Industries 1997 Long-Term Incentive Plan.  
 (3) Options granted under the 1994 ITT Industries Incentive Stock Plan exercisable the earlier of January 2, 2011 or after the NYSE closing price has remained at least \$63.31 for 10 consecutive trading days.  
 (4) Options granted under Rule 16b-3 plan.  
 (5) Includes shares held in dividend reinvestment account reflecting accumulations through February 6, 2002.  
 (6) Shares held in the Louis J. Giuliano Revocable Living Trust 5/19/97 Louis Giuliano and Barbara Giuliano Trustees.  
 SIGNATURE OF REPORTING PERSON  
 LOUIS J. GIULIANO  
 DATE

