

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
 Taurel, Sidney
 Eli Lilly and Company
 Lilly Corporate Center
 Indianapolis, IN 46285
2. Issuer Name and Ticker or Trading Symbol
 ITT Industries, Inc.
 IIN
3. IRS or Social Security Number of Reporting Person (Voluntary)
4. Statement for Month/Year
 May, 1997
5. If Amendment, Date of Original (Month/Year)
6. Relationship of Reporting Person(s) to Issuer (Check all applicable)
 (X) Director () 10% Owner () Officer (give title below) () Other
 (specify below)
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. Transaction Code | 4. Securities Acquired (A) or Disposed of (D) Amount | 5. Amount of Securities Beneficially Owned at End of Month | 6. Direct (D) or Indirect (I) | 7. Nature of Indirect Beneficial Ownership |
|-----------------------|---------------------|---------------------|---|--|-------------------------------|--|
| Common Stock | | | | 12,000 | D | |
| Common Stock (RS) (1) | 5/15/97 | A | 1,240 | \$24.19 | D | |

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

| 1. Title of Derivative Security | 2. Conversion or Exercise Price of Derivative | 3. Transaction Date | 4. Transaction Code | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) Amount | 6. Date Exercisable and Expiration Date Date (Month/Day/Year) Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities Title and Number of Shares | 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 |
|---------------------------------|---|---------------------|---------------------|--|---|--|---------------------------------|---|--------------------------------|---|
| | | | | | | | | | | |

Explanation of Responses:
 (1) Shares granted in lieu of annual retainer fee pursuant to the ITT Industries, Inc. 1996 Restricted Stock Plan for Non-Employee Directors.
 SIGNATURE OF REPORTING PERSON
 SIDNEY TAUREL
 DATE
 5/19/97