UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Form 10-Q

(Mark One)

/X/ QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended June 30, 1995

/ / TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
For the transition period from________________________to________________

COMMISSION FILE NUMBER 1-5627

ITT Corporation

Incorporated in the State of Delaware

13-5158950
(I.R.S. Employer
Identification Number)

1330 AVENUE OF THE AMERICAS
New York, NY 10019-5490
(Principal Executive Office)

Telephone Number: (212) 258-1000

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months and (2) has been subject to such filing requirements for the past 90 days. Yes /X/ No / /

As of August 7, 1995, there were outstanding 115.8 million shares of common stock ($1 par value) of the registrant.

ITT CORPORATION

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PART I. FINANCIAL INFORMATION

FINANCIAL STATEMENTS

ITEM 1.

The following unaudited financial statements, in the opinion of ITT, reflect all adjustments (which include only normal recurring adjustments) necessary for a fair presentation of the financial position, the results of operations and cash flow for the periods presented. For a description of accounting policies, see notes to financial statements in the 1994 annual report on Form 10-K.

ITT CORPORATION AND SUBSIDIARIES CONSOLIDATED INCOME
(In millions except per share)

	SECOND QUARTER		SIX MONTHS ENDED JUNE 30,	
	1995	1994*	1995	1994*
Net Sales	$2,337	$2,036	$4,585	$3,727
Cost of Sales	2,012	1,714	3,954	3,163
	325	322	631	564
Selling, General and Administrative Expenses	171	161	339	311
Service Charges from Affiliated Companies	22	19	44	35
Other Operating (Income) Expense	(7)	23	6	37
	139	119	242	181
Interest Expense	(47)	(40)	(80)	(63)
Interest Income	12	25	21	49
Miscellaneous Income (Expense), net	(30)	--	(30)	--
	74	104	153	167
Income Tax Expense	(28)	(43)	(62)	(69)
Income from Continuing Operations	46	61	91	98
Discontinued Operations:				
Operating Earnings, net of tax of $79, $79, $162 and $160	163	197	346	373
Gain on Sale of Finance Operations, net of tax of $264	403	--	403	--
Cumulative Effect of Accounting Changes, net of tax benefit of $8	--	--	--	(11)
Net Income	$ 612	$ 258	$ 840	$ 460
EARNINGS (LOSS) PER SHARE				
Income from Continuing Operations				
Primary	$ .35	$ .44	$ .69	$ .68
Fully Diluted	$ .35	$ .44	$ .69	$ .69
Discontinued Operations				
Primary	$ 5.26	$ 1.67	$ 6.97	$ 3.16
Fully Diluted	$ 4.82	$ 1.53	$ 6.39	$ 2.91
Cumulative Effect of Accounting Changes				
Primary	$ --	$ --	$ --	$ (.10)
Fully Diluted	$ --	$ --	$ --	$ (.09)
Net Income				
Primary	$ 5.61	$ 2.11	$ 7.66	$ 3.74
Fully Diluted	$ 5.17	$ 1.97	$ 7.08	$ 3.51
Cash Dividends declared per common share	$ .495	$ .495	$ .99	$ .99

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*Restated to reflect Insurance, Hospitality, Entertainment & Information Services as "Discontinued Operations".

The accompanying notes to financial statements are an integral part of the above statement.

ITT CORPORATION AND SUBSIDIARIES

CONSOLIDATED BALANCE SHEET
(In millions except for shares and per share)

	JUNE 30, 1995	DECEMBER 31, 1994*
ASSETS		
Current Assets:		
Cash and cash equivalents	$ 411	$ 322
Receivables, net	1,433	1,138
Inventories	1,028	990
Other current assets	127	80
Total current assets	2,999	2,530
Plant, Property and Equipment, net	2,199	2,114
Deferred U.S. Income Taxes	145	161
Goodwill, net	360	365
Other Assets	563	407
Net Assets of Discontinued Operations	7,184	5,458
	$13,450	$ 11,035
LIABILITIES AND STOCKHOLDERS EQUITY		
Current Liabilities:		
Accounts payable	$ 772	$ 774
Accrued expenses	1,228	848
Notes payable and current maturities of long-term debt (including ESOP of $541 and $--)	1,502	928
Total current liabilities	3,502	2,550
Non-U.S. Unfunded Pension	710	610
U.S. Unfunded Pension and Postretirement Costs	375	388
Long-term Debt (including ESOP of $-- and $562)	871	1,712
Deferred Income Taxes -- Foreign, State and Local	79	90
Other Liabilities	401	226
	5,938	5,576
Stockholders Equity --		
Cumulative preferred stock	648	655
Common stock: Authorized 200,000,000 shares, $1 par value, Outstanding 105,906,840 and 105,706,553	106	106
Deferred compensation -- ESOP	(541)	(562)
Cumulative translation adjustments	(14)	(113)
Unrealized loss on securities, net of tax	(149)	(1,376)
Retained earnings	7,462	6,749
	7,512	5,459
	$13,450	$ 11,035

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*Restated to reflect Insurance, Hospitality, Entertainment & Information Services as "Discontinued Operations".

The accompanying notes to financial statements are an integral part of the above statement.

ITT CORPORATION

CONSOLIDATED CASH FLOW
(In millions)

	SIX MONTHS ENDED JUNE 30, 1995	1994*
OPERATING ACTIVITIES		
Net Income	$ 840	$ 460
Discontinued Operations:		
Operating Earnings	(346)	(373)
Gain on Sale of Finance Operations	(403)	--
Cumulative Effect of Accounting Changes	--	11
Income from continuing operations	91	98
Adjustments to income from continuing operations:		
Depreciation and amortization	209	185
Provision for doubtful receivables	1	1
Loss on divestments -- pretax	--	1
Change in receivables, inventories, payables and accruals	(134)	(199)
Accrued and deferred taxes	246	53
Other, net	(18)	6
Cash from continuing operations	395	145
Cash (to)/from discontinued operations	(254)	763
Cash from operating activities	141	908
INVESTING ACTIVITIES		
Additions to plant, property and equipment	(165)	(124)
Proceeds from divestments	11,655	14
Acquisitions	(15)	(374)
Other, net	(2)	(7)
Cash from/(used for) investing activities	11,473	(491)
FINANCING ACTIVITIES		
Short-term debt, net	(28)	(4)
Long-term debt repaid	(18)	(80)
Repayment of Finance obligations	(11,382)	--
Repurchase of common stock	(38)	(74)
Dividends paid	(130)	(210)
Other, net	18	(6)
Cash used for financing activities	(11,578)	(374)
EXCHANGE RATE EFFECT ON CASH AND CASH EQUIVALENTS	53	5
Increase in cash and cash equivalents	89	48
Cash and Cash Equivalents -- Beginning of period	322	240
Cash and Cash Equivalents -- End of period	$ 411	$ 288
SUPPLEMENTAL DISCLOSURES OF CASH FLOW INFORMATION:		
Cash paid during the period for:		
Interest	$ 47	$ 57
Income Taxes	$ 7	$ 32

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*Restated to reflect Insurance, Hospitality, Entertainment & Information Services as "Discontinued Operations".

The accompanying notes to financial statements are an integral part of the above statement.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(DOLLAR AMOUNTS IN MILLIONS UNLESS OTHERWISE STATED)

1) PLAN OF DISTRIBUTION

On June 12, 1995, the Board of Directors of ITT Corporation approved, subject to final terms and shareholder approval, the change in ITT Corporation's name to ITT Industries, Inc. ("ITT" or the "Corporation") and the distribution (the "Distribution") to holders of the Corporation's common stock (on a pro-rata basis) of all outstanding shares of common stock of ITT Destinations, Inc., a wholly-owned subsidiary holding the Corporation's interests in hospitality, entertainment and information services businesses ("New ITT") and ITT Hartford Group, Inc., a wholly-owned subsidiary holding the Corporation's interests in the insurance business segment ("ITT Hartford"). Under the proposed plan, New ITT and ITT Hartford will become publicly traded companies. These financial statements give effect to the proposed Distribution, reflecting the accounts of the businesses included in the Distribution as discontinued operations for all periods presented. For purposes of these financial statements, all references to New ITT and ITT Hartford include those companies, their subsidiaries, affiliated companies and other assets and liabilities that will be transferred to those companies prior to the Distribution.

2) DISCONTINUED OPERATIONS

Net income of the Corporation's Discontinued Operations, excluding the gain on the sale of ITT Financial is comprised of the following:

	THREE MONTHS ENDED JUNE 30,		SIX MONTHS ENDED JUNE 30,	
	1995	1994	1995	1994
New ITT	$ 46	$ 29	$ 53	$ 37
ITT Hartford	105	157	245	292
ITT Financial	12	11	48	32
ITT Rayonier	--	--	--	12
Total Discontinued Operations	$163	$197	$346	$373

In the accompanying financial statements for all periods presented, New ITT and ITT Hartford are reported as Discontinued Operations. The net assets of New ITT and ITT Hartford are included in Net Assets of Discontinued Operations in the accompanying balance sheet. See Exhibits 99(a) and 99(b) for additional financial information of New ITT and ITT Hartford.

In September 1994, the Corporation announced plans to seek offers for the purchase of its Finance business segment, comprised primarily of its ITT Financial Corporation subsidiary. Summarized financial information is as follows:

	SIX MONTHS ENDED JUNE 30,	
	1995	1994
Income Statement Data:		
Revenues	$476	$692
Operating Income	79	48
Income from Finance Operations	48	32
Gain on Sale, net of tax	403	--

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS -- (CONTINUED)
(DOLLAR AMOUNTS IN MILLIONS UNLESS OTHERWISE STATED)

2) DISCONTINUED OPERATIONS -- (CONTINUED)

	JUNE 30, 1995	DECEMBER 31, 1994
Balance Sheet Data:		
Total Assets	$1,960	$ 13,398
Finance Debt	1,456	11,640
Equity	--	664

ITT realized gross proceeds totaling $11.7 billion through June 30, 1995 and in July 1995, the Corporation completed additional sales of assets of ITT Financial Corporation for $.3 billion in cash. Proceeds from these transactions were used to repay ITT Financial debt. The Corporation recognized an after tax gain of $403 ($667 pretax) or $3.44 per fully diluted share in the second quarter including a provision for the remaining asset sales and closedown costs of ITT Financial Corporation.

In January 1995, the holders of $3.4 billion in ITT Financial term debt consented to a merger of ITT Financial with the Corporation. The merger was completed on May 1, 1995. ITT Industries is the surviving corporation and is the obligor on the debt.

In July 1995, the Corporation announced the successful completion of a tender offer for an aggregate of $4.1 billion of its debt securities, with an estimated $3.4 billion, or 82% of the aggregate principal amount having been tendered. The tender offer was financed with the proceeds of commercial paper borrowings of approximately $3.7 billion. The Corporation expects to refinance these commercial paper obligations through proceeds of new borrowings, the nature and terms of which have yet to be determined. The tender offer resulted in the Corporation paying a tender premium of approximately $300 after tax ($460 pretax), which will be recorded as an extraordinary loss on the early extinguishment of debt of approximately $300 after tax.

3) ACQUISITIONS

A cash tender offer for all outstanding shares of Caesars World, Inc. for approximately $1.7 billion was completed in late January 1995. The acquisition was accounted for using the purchase method. Accordingly, the purchase price was allocated to assets acquired based on their estimated fair values. The purchase price exceeded the fair value of the net assets acquired by $1.1 billion. Caesars World, Inc., which is part of the Hospitality, Entertainment and Information Services segments, is reported as a Discontinued Operation, and is included in the Income Statement of ITT Destinations, Inc. (See Exhibit 99) from February 1, 1995, the date of acquisition.

The Corporation, in a partnership with Cablevision Systems Corporation, completed the acquisition of Madison Square Garden Corporation (MSG) on March 10, 1995 for approximately $1 billion. The acquisition of the Corporation's 50% interest in MSG required initial funding of $610. The Corporation's share of the results of MSG are also included in the Consolidated Income Statement of ITT Destinations, Inc. from the date of acquisition.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS -- (CONTINUED)
(DOLLAR AMOUNTS IN MILLIONS UNLESS OTHERWISE STATED)

4) RECEIVABLES

Receivables consist of the following:

	JUNE 30, 1995	DECEMBER 31, 1994
Trade	$1,447	$1,148
Accrued for completed work	23	26
Less -- reserves	(37)	(36)
	$1,433	$1,138

5) INVENTORIES

Inventories consist of the following:

	JUNE 30, 1995	DECEMBER 31, 1994
Finished Goods	$ 530	$ 452
Work in process	491	480
Raw materials and supplies	323	355
Less -- reserves	(99)	(97)
-- progress payments	(217)	(200)
	$1,028	$ 990

6) PLANT, PROPERTY AND EQUIPMENT

Plant, property and equipment consists of the following:

	JUNE 30, 1995	DECEMBER 31, 1994
Land and improvements	$ 112	$ 106
Buildings and improvements	815	788
Machinery and equipment	2,718	2,615
Construction work in progress	344	262
Other	1,047	858
	5,036	4,629
Less -- accumulated depreciation and amortization	(2,837)	(2,515)
	$ 2,199	$ 2,114

7) ESOP TERMINATION

In July 1995, the Corporation terminated the ESOP portion of the ITT Investment and Savings Plan. The trustee of the ESOP then converted the preferred stock held by the trustee to ITT common stock and sold 5.3 million shares into the open market. These proceeds will be used to repay the debt associated with the ESOP during August 1995. At June 30, 1995, the ESOP debt totaled $541 and is classified as current maturity of long-term debt.

If the conversion of the ESOP preferred stock had occurred on January 1, 1995, primary earnings per share for the three and six months ended June 30, 1995 would have been $5.21 and $7.16, respectively.

BUSINESS SEGMENT INFORMATION
(In millions)

Business segment information excluding "Discontinued Operations" is as follows:

Net Sales: Second Quarter 1995	Net Sales: Second Quarter 1994*	Net Sales: Six Months 1995	Net Sales: Six Months 1994*		Operating Income/(Loss): Second Quarter 1995	Operating Income/(Loss): Second Quarter 1994*	Operating Income/(Loss): Six Months 1995	Operating Income/(Loss): Six Months 1994*
$1,518	$1,297	$3,028	$2,283	Automotive	$109	$104	$205	$164
392	383	762	753	Defense & Electronics	27	23	45	37
316	270	605	519	Fluid Technology	29	21	47	38
111	86	190	172	Dispositions & Other	(1)	(4)	(6)	(17)
2,337	2,036	4,585	3,727	Total Segments	164	144	291	222
--	--	--	--	Corporate Expenses and Other	(25)	(25)	(49)	(41)
$2,337	$2,036	$4,585	$3,727		$139	$119	$242	$181

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*Restated to exclude Insurance, Hospitality, Entertainment & Information Services which are now "Discontinued Operations".

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

ITEM 2.

RESULTS OF OPERATIONS

THREE MONTHS ENDED JUNE 30, 1995 COMPARED WITH THREE MONTHS ENDED JUNE 30, 1994

Net income from continuing operations of $46 million or $0.35 per fully diluted share declined 25% compared with the $61 million or $0.44 per fully diluted share reported in the 1994 period. The decline was caused by an after-tax provision of $29 million or $0.25 per fully diluted share for the expected loss on the disposal of ITT Semiconductors and a portion of ITT Community Development Corporation. Excluding this provision, net income from continuing operations was $75 million or $0.60 per fully diluted share, a 23% improvement due largely to higher volumes in a number of product lines and the favorable impact of continuing cost reduction programs. Income from discontinued operations totaled $566 million (including $403 million reflecting the gain on the sale of ITT Financial) and $197 million for the second quarter of 1995 and 1994, respectively, and represents the results of ITT Hartford, New ITT and ITT Financial. Net income was $612 million or $5.17 per fully diluted share, compared with $258 million or $1.97 per fully diluted share in the 1994 period.

Net sales totaling $2.3 billion rose 15% with improvements at Automotive, Defense & Electronics and Fluid Technology. Gross margin approximated 14% in the 1995 period and 16% in the 1994 period due to higher material costs, while selling, general and administrative expenses decreased to 7.3% of sales from 7.9% in the 1994 period due to a continuing focus on cost reduction and efficiency programs. Service charges from affiliated companies represent fees for advice and assistance related to certain centralized general and administrative functions. Such services represent advice and assistance in connection with cash management, legal, accounting, tax and insurance services and charges totaled $22 million and $19 million in the 1995 and 1994 second three months, respectively. The fees for these services, which are based upon a general relations agreement, approximate 1% of sales. Other operating expenses, which include gains and losses from foreign exchange transactions and other charges, totaled $(7) million in the 1995 period, compared with $23 million in the 1994 period. Operating margins (excluding service charges from affiliated companies) rose to 6.9% in the period, up from 6.8% in the second quarter of 1994, a result of the factors discussed above.

Interest expense, net, benefited in the 1994 period from interest income totaling $16 million on a note receivable from the sale of Alcatel N.V. in 1992. Excluding interest income in both periods, interest expense increased to $47 million compared with $40 million in 1994 reflecting higher borrowings primarily in connection with capital additions.

Miscellaneous Income (Expense) includes the aforementioned provision for the expected loss on the disposal of ITT Semiconductors and a portion of ITT Community Development Corporation. The effective income tax rate was 38% in the 1995 period and 41% in 1994. The 1995 period benefited from the utilization of tax credits in Italy. Excluding these credits, the effective rate was 41%. Income tax expense decreased by $15 million, to $28 million in the 1995 period, due to the lower pretax earnings and the previously mentioned tax credits.

Business Segments -- Sales and operating income before service charges from affiliated companies for each of the Corporation's three major continuing business segments were as follows for the quarter of 1995 and 1994 ($ in millions):

SALES			OPERATING INCOME	
THREE MONTHS			THREE MONTHS	
1995	1994		1995	1994
$1,518	$1,297	.... Automotive	$109	$104

Automotive's 1995 three months results benefited from higher volumes and the continued impact of cost reduction programs. These benefits were partly offset by continued pricing pressure from original equipment manufacturers and higher material and labor costs.

SALES THREE MONTHS 1995	SALES THREE MONTHS 1994		OPERATING INCOME THREE MONTHS 1995	OPERATING INCOME THREE MONTHS 1994
$ 392	$ 383	.... Defense & Electronics	$ 27	$ 23

At Defense & Electronics, 1995 three month operating income rose on slightly higher revenues due to improved margins at several units.

SALES THREE MONTHS 1995	SALES THREE MONTHS 1994		OPERATING INCOME THREE MONTHS 1995	OPERATING INCOME THREE MONTHS 1994
$ 316	$ 270	.... Fluid Technology	$ 29	$ 21

At Fluid Technology, 1995 three month sales and operating income increased at all units, most significantly at Flygt, due to higher volume and favorable foreign exchange.

SIX MONTHS ENDED JUNE 30, 1995 COMPARED WITH SIX MONTHS ENDED JUNE 30, 1994

Net income from continuing operations of $91 million or $0.69 per fully diluted share declined 7% compared with the $98 million or $0.69 per fully diluted share reported in the 1994 period. The decline was caused by an after-tax provision of $29 million or $0.25 per fully diluted share for the expected loss on the disposal of ITT Semiconductors and a portion of ITT Community Development Corporation. Excluding this provision, net income from continuing operations was $120 million or $0.94 per fully diluted share, a 22% improvement largely due to the contribution of Electrical Systems Inc. ("ESI"), the former General Motors' motors and actuators business acquired in March 1994. Excluding ESI, net income still exceeded the 1994 level due to higher volumes in a number of product lines and the favorable impact of continuing cost reduction programs. Income from discontinued operations totaled $749 million (including $403 million reflecting the gain on the sale of ITT Financial) and $373 million for the first six months of 1995 and 1994, respectively, and represents the results of ITT Hartford, New ITT, ITT Financial and, in 1994, Rayonier. Net income was $840 million or $7.08 per fully diluted share, compared with $460 million or $3.51 per fully diluted share in the 1994 period.

Net sales totaling $4.6 billion rose 23% with improvements at Automotive, Defense & Electronics and Fluid Technology. Excluding the ESI contribution, net sales improved 16%. Gross margin approximated 14% in the 1995 period and 15% in the 1994 period due to higher material costs, while selling, general and administrative expenses decreased to 7.4% of sales from 8.3% in the 1994 period due to a continuing focus on cost reduction and efficiency programs. Service charges from affiliated companies represent fees for advice and assistance related to certain centralized general and administrative functions. Such services represent advice and assistance in connection with cash management, legal, accounting, tax and insurance services and charges totaled $44 million and $35 million in the 1995 and 1994 first six months, respectively. The fees for these services, which are based upon a general relations agreement, approximate 1% of sales. See "Plan of Distribution" Note to Consolidated Financial Statements herein. Other operating (income) expense, which includes gains and losses from foreign exchange transactions and other charges, totaled $6 million in the 1995 period, compared with $37 million in the 1994 period. Operating margins (excluding service charges from affiliated companies) rose to 6.2% in the six months, up from 5.8% in the first six months of 1994, a result of the factors discussed above.

Interest expense, net, benefited in the 1994 period from interest income totaling $32 million on a note receivable from the sale of Alcatel N.V. in 1992. Excluding interest income in both periods, interest expense increased to $80 million compared with $63 million in 1994 reflecting higher borrowings in connection with the March 1994, ESI acquisition and capital additions.

Miscellaneous Income (Expense) includes the aforementioned provision for the expected loss on the disposal of ITT Semiconductors and a portion of ITT Community Development Corporation. The effective income tax rate approximated 41% in the 1995 and 1994 periods. Income tax expense decreased by $7 million, to $62 million in the 1995 period, due to the lower pretax earnings.

Business Segments -- Sales and operating income before service charges from affiliated companies for each of the Corporation's three major continuing business segments were as follows for the first six months of 1995 and 1994 ($ in millions):

SALES SIX MONTHS 1995	SALES SIX MONTHS 1994		OPERATING INCOME SIX MONTHS 1995	OPERATING INCOME SIX MONTHS 1994
$3,028	$2,283	.... Automotive	$205	$164

Automotive's 1995 six months results benefited significantly from the ESI acquisition and from higher volumes and the continued impact of cost reduction programs. These benefits were partly offset by continued pricing pressure from original equipment manufacturers and higher material and labor costs.

SALES SIX MONTHS 1995	SALES SIX MONTHS 1994		OPERATING INCOME SIX MONTHS 1995	OPERATING INCOME SIX MONTHS 1994
$ 762	$753	.... Defense & Electronics	$ 45	$ 37

At Defense & Electronics, 1995 six month operating income rose on slightly higher revenues due to improved margins at several units and a $3 million gain on the termination of a leasehold interest. Order backlog was $2.2 billion at both June 30, 1995 and 1994.

SALES SIX MONTHS 1995	SALES SIX MONTHS 1994		OPERATING INCOME SIX MONTHS 1995	OPERATING INCOME SIX MONTHS 1994
$ 605	$519	.... Fluid Technology	$ 47	$ 38

At Fluid Technology, 1995 six month sales and operating income increased at all units, most significantly at Flygt due to higher volume and favorable foreign exchange.

Discontinued Operations

Net income of the Corporation's Discontinued Operations, excluding the aforementioned gain on the sale of ITT Financial, is comprised of the following ($ millions):

	THREE MONTHS ENDED JUNE 30, 1995	THREE MONTHS ENDED JUNE 30, 1994	SIX MONTHS ENDED JUNE 30, 1995	SIX MONTHS ENDED JUNE 30, 1994
New ITT	$ 46	$ 29	$ 53	$ 37
ITT Hartford	105	157	245	292
ITT Financial	12	11	48	32
ITT Rayonier	--	--	--	12
	$163	$197	$346	$373

Results of operations at New ITT comprise those of the Corporation's Hospitality, Entertainment and Information Services business segments along with the equity earnings associated with Madison Square Garden Corporation. The net income improvement of 59% in the 1995 second quarter and 43% in the 1995 six months reflect, in part, the contribution of Caesars World which was acquired in late January, 1995. In addition, higher average room rates at ITT Sheraton, particularly in North America, further contributed to the improvement. The Information Services business segment, comprised of ITT World Directories and ITT Educational Services, also posted improved results in the periods on improved operating margins and favorable foreign exchange.

At ITT Hartford, reported net income declined in the periods due primarily to excess catastrophe losses in the second quarter caused by windstorms, hailstorms and flooding in the Southwest United States and by a provision for the estimated settlement related to the Dow Corning breast implant insurance claims. These unusual items totaled $56 million after tax in the second quarter and six month periods. The prior year periods benefited from unusually good workers compensation results due to the impact of managed care initiatives and favorable legislative reform. Excluding operations in runoff, the worldwide property and casualty combined ratio was 105.9 for the first six months of 1995 compared with 104.1 for the first six months of 1994. The combined ratio includes the impact of excess catastrophe losses and a provision for the estimated settlement related to Dow Corning breast implant claims. Excluding these items, the combined ratio for the six months ended June 30, 1995, would have been 103.9. After tax portfolio gains totaled $18 million and $31 million in the 1995 second quarter and six months, respectively, compared with $33 million and $40 million in the comparable 1994 periods.

Businesses comprising ITT Financial were sold at various times throughout the first and second quarters of 1995 with a substantial portion of the cash proceeds of these sales received through June 30, 1995. A provision for the remaining asset sales and associated closedown costs has been included in the after tax gain of $403 million or $3.44 per fully diluted share reflected in the second quarter. Operating results of these businesses prior to the sale date improved over the comparable 1994 periods on improved volume and lending spreads, principally in the commercial lending operations.

ITT Rayonier was spun off to shareholders in February, 1994.

Liquidity and Capital Resources

The Corporation generated EBITDA from continuing operations (defined as operating income before depreciation and amortization) of $451 million in the six months ended June 30, 1995, compared with $366 million in the comparable 1994 period, a 23% improvement. The improvement reflects earnings growth, primarily in the Automotive business segment, which benefited from the ESI acquisition in March 1994 as well as smaller improvements in the Defense & Electronics and Fluid Technology business segments. Cash from continuing operating activities as defined by Statement of Financial Accounting Standards ("SFAS") No. 95 increased to $395 million in the six months ended June 30, 1995, compared with $145 million in the comparable 1994 period. The SFAS definition of cash from continuing operating activities differs from EBITDA largely due to the inclusion of interest, taxes and changes in working capital. The improvement reflects the improved operating results discussed above as well as timing differences with respect to tax payments and receipts and working capital requirements.

Cash to discontinued operations in the six months ended June 30, 1995 reflects the net cash activity associated with the discontinued insurance and hospitality, entertainment and information services business segments. The $254 million outflow in the 1995 period compared with the $763 million inflow in the 1994 period reflects the timing of income tax and other intercompany settlements between the Corporation and the discontinued business segments.

In 1995, the Corporation realized $11.7 billion of proceeds through June 30 from the sale of assets at ITT Financial. From July 1, 1995 through July 31, 1995, the Corporation completed additional ITT Financial asset sales for $.3 billion in cash. Substantially all the proceeds from these transactions were used to repay ITT Financial indebtedness. In addition, cash from operating activities was used to fund capital expenditures, corporate dividends and stock repurchases. In the 1994 period, cash from operating activities was used to fund the acquisition of ESI ($374 million), to pay corporate dividends and to repurchase stock.

Gross plant additions totaled $165 million in the first six months of 1995, with approximately 60% of that total incurred at Automotive, primarily in ABS and traction control technology. At June 30, 1995, contractual commitments have been made for additional capital expenditures totaling $264 million in 1995 and an additional $513 million in future years. Spending on capital expenditures for the 1994 six months was $124 million, two-thirds of which was at Automotive.

External borrowings (excluding discontinued operations) were $2.4 billion at June 30, 1995 compared with $2.6 billion at December 31, 1994. Cash and cash equivalents, also excluding cash from discontinued operations, was $411 million at June 30, 1995 compared with $322 million at year-end 1994.

Effective January 1, 1994, the Corporation adopted SFAS No. 115, "Accounting for Certain Investments in Debt and Equity Securities", which requires investments to be reflected at fair value, with the corresponding impact reported as a separate component of Stockholders' Equity in situations where those investments are "available for sale", as defined in SFAS No. 115. The accounting standard does not allow for a corresponding fair value adjustment to liabilities. Stockholders' Equity can vary significantly between reporting periods as market interest rates and other factors change.

Stockholders' equity increased by $826 million during the first six months of 1995, excluding the SFAS No. 115 impact, due to growth in retained earnings which included the ITT Financial gain on sale of $403 million after tax.

ITT terminated the ESOP portion of the ITT Investment and Savings Plan in July 1995 and in July 1995 the trustee of the ESOP completed the sale of 5.3 million unallocated shares of ITT Common Stock in the ESOP. The sales proceeds will be used to repay the debt associated with the ESOP, which totaled $541 million at June 30, 1995. In addition, proceeds from the sale of ITT Financial assets as well as other non-strategic assets are expected to continue to be used to repay outstanding borrowings.

PART II. OTHER INFORMATION

ITEM 4. SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS.

At ITT's annual meeting of shareholders held on May 9, 1995, the persons whose names are set forth below were elected as directors, constituting the entire Board of Directors, with relevant voting information for each person:

	VOTES CAST		BROKER
	FOR	WITHHELD	NONVOTES
Bette B. Anderson	99,006,495	1,215,729	0
Rand V. Araskog	98,976,401	1,245,823	0
Nolan D. Archibald	99,118,811	1,103,413	0
Robert A. Burnett	99,008,049	1,214,175	0
Michel David-Weill	99,011,269	1,210,955	0
S. Parker Gilbert	99,161,272	1,060,952	0
Henry Gluck	98,952,488	1,269,736	0
Paul G. Kirk, Jr	98,404,406	1,817,818	0
Edward C. Meyer	99,029,006	1,193,218	0
Benjamin F. Payton	99,063,754	1,158,470	0
Margita E. White	99,047,612	1,174,612	0

In addition to the election of directors, the following matters were acted upon:

(a) The reappointment of Arthur Andersen LLP as independent auditors for 1995 was ratified by a vote of 97,939,874 shares in favor, 738,812 shares against, 1,543,538 shares abstained, and 0 broker nonvotes.

(b) Amendments to the ITT Corporation Annual Performance-Based Incentive Plan for Executive Officers were approved by a vote of 90,234,311 shares in favor, 7,798,829 shares against, 2,189,084 shares abstained, and 0 broker nonvotes.

(c) A shareholder proposal calling for ITT to list in the proxy statement the executive officers earning more than $100,000 annually was not approved by a vote of 76,637,612 shares against, 10,410,212 shares in favor, 3,217,277 shares abstained, and 9,957,123 broker nonvotes.

ITEM 6. EXHIBITS AND REPORTS ON FORM 8-K

(a) See the Exhibit Index for a list of exhibits filed herewith.

(b) ITT filed a Form 8-KA2 Current Report dated June 8, 1995 filing as an exhibit under Item 7 thereto a copy of the Report of Independent Accountants with respect to certain financial statements of Caesars World, Inc.

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

ITT CORPORATION
(Registrant)

By: J.F. DANSKI

J.F. Danski
Senior Vice President and Controller
(Chief Accounting Officer)

August 11, 1995
(Date)

EXHIBIT INDEX

EXHIBIT NO.	DESCRIPTION	LOCATION
(2)	Plan of acquisition, reorganization, arrangement, liquidation or succession	None
(3)	Articles of Incorporation and by-laws	None
(4)	Instruments defining the rights of security holders, including indentures	None
(10)	Material contracts	None
(11)	Statement re: computation of per share earnings	Filed Herewith
(12)	Statements re: computation of ratios Calculation of ratio of earnings to total fixed charges Calculation of ratio of earnings to total fixed charges and preferred dividend requirements of ITT Corporation	Filed Herewith
(a)	ITT Corporation	
(b)	ITT Destinations, Inc.	
(c)	ITT Hartford Group, Inc. and Subsidiaries	
(15)	Letter re: unaudited interim financial information	None
(18)	Letter re: change in accounting principles	None
(19)	Report furnished to security holders	None
(22)	Published report regarding matters submitted to vote of security holders	None
(23)	Consents of experts and counsel	None
(24)	Power of attorney	None
(27)	Financial Data Schedule	Filed Herewith
(99)	Additional Exhibits	Filed Herewith
(a)	ITT Destinations, Inc. -- Combined Financial Statements	
(b)	ITT Hartford Group, Inc. -- Consolidated Financial Statements	

EXHIBIT 11

ITT CORPORATION AND SUBSIDIARIES

CALCULATION OF EARNINGS PER SHARE
(In millions except per share)

	SIX MONTHS ENDED JUNE 30, 1995	1994
PRIMARY BASIS --		
Net income	$ 840	$ 460
ESOP preferred dividends -- net of tax	(17)	(17)
Net income applicable to primary earnings per share	$ 823	$ 443
Average common shares outstanding	106	117
Common shares issuable in respect to common stock equivalents	1	2
Average common equivalent shares	107	119
Earnings Per Share		
Continuing operations	$ .69	$ .68
Discontinued operations	6.97	3.16
Cumulative effect of accounting changes	--	(.10)
Net income	$7.66	$3.74
FULLY DILUTED BASIS --		
Net income applicable to primary earnings per share	$ 823	$ 443
ESOP preferred dividends -- net of tax	17	17
If converted ESOP expense adjustment -- net of tax benefit	(10)	(10)
Net income applicable to fully diluted earnings per share	$ 830	$ 450
Average common equivalent shares	107	119
Additional common shares issuable assuming full dilution	10	9
Average common equivalent shares assuming full dilution	117	128
Earnings Per Share		
Continuing operations	$ .69	$ .69
Discontinued operations	6.39	2.91
Cumulative effect of accounting changes	--	(.09)
Net income	$7.08	$3.51

The Series N convertible preferred stock is considered a common stock equivalent. With respect to options, it is assumed that the proceeds to be received upon exercise are used to acquire common stock of the Corporation. The calculation impact of dilutive securities is determined quarterly based on the forecast of annual earnings.

EXHIBIT 12(A)

ITT CORPORATION AND SUBSIDIARIES

CALCULATION OF RATIOS OF EARNINGS TO TOTAL FIXED CHARGES
AND CALCULATION OF EARNINGS TO TOTAL FIXED CHARGES AND
PREFERRED DIVIDEND REQUIREMENTS OF ITT
(Millions of Dollars)

	SIX MONTHS ENDED JUNE 30,		YEARS ENDED DECEMBER 31,				
	1995	1994	1994	1993	1992	1991	1990
Earnings:							
Income from continuing operations	$ 91	$ 98	$202	$135	$ 655	$231	$521
Add (deduct):							
Adjustment for undistributed equity earnings	--	--	--	(2)	(31)	(146)	(129)
Income taxes	62	69	147	65	311	84	296
Minority equity in net income	--	--	--	--	--	--	4
Amortization of interest capitalized	--	1	1	4	3	2	--
	153	168	350	202	938	171	692
Fixed Charges:							
Interest and other financial charges	80	63	114	153	180	125	130
Interest factor attributable to rentals	11	12	22	24	25	25	23
	91	75	136	177	205	150	153
Earnings, as adjusted, from continuing operations	$244	$243	$486	$379	$1,143	$321	$845
Fixed Charges:							
Fixed charges above	$ 91	$ 75	$136	$177	$ 205	$150	153
Dividends on preferred stock of subsidiaries included in minority equity	--	--	--	--	--	--	4
Interest capitalized	2	4	7	8	12	11	2
Total fixed charges	93	79	143	185	217	161	159
Dividends on preferred stock of ITT (pre-income tax basis)	24	24	48	50	63	78	83
Total fixed charges and preferred dividend requirements	$117	$103	$191	$235	$ 280	$239	$242
Ratios:							
Earnings, as adjusted, from continuing operations to total fixed charges	2.62	3.08	3.40	2.05	5.27	1.99	5.31
Earnings, as adjusted, from continuing operations to total fixed charges and preferred dividend requirements of ITT	2.09	2.36	2.54	1.61	4.08	1.34	3.49

Notes:

(a) The adjustment for undistributed equity earnings represents the adjustment to income for undistributed earnings of companies in which at least 20% but less than 50% equity is owned.

(b) 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.

(c) The dividend requirements on preferred stock of ITT have been determined by adding to the total preferred dividends an allowance for income taxes, calculated on the effective income tax rate.

EXHIBIT 12(B)

ITT DESTINATIONS, INC.

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

	SIX MONTHS ENDED JUNE 30,		YEARS ENDED DECEMBER 31,				
	1995	1994	1994	1993	1992	1991	1990
Earnings:							
Income from continuing operations	$ 53	$ 37	$ 74	$ 39	$ 2	$ 43	$ 20
Add (deduct):							
Adjustment for distributions in excess of (less than) undistributed equity earnings and losses	2	8	16	13	21	--	--
Income taxes	55	31	58	63	4	28	--
Minority equity in net income	9	6	12	17	15	14	7
Amortization of interest capitalized	1	1	3	3	4	17	2
	120	83	163	135	46	102	29
Fixed Charges:							
Interest and other financial charges	163	47	132	30	41	171	143
Interest factor attributable to rentals	13	15	25	29	29	27	23
	176	62	157	59	70	198	166
Earnings, as adjusted, from continuing operations	$296	$145	$320	$194	$116	$300	$195
Fixed Charges:							
Fixed charges above	$176	$ 62	$157	$ 59	$ 70	$198	$166
Interest capitalized	3	--	5	1	8	15	37
Total fixed charges	$179	$ 62	$162	$ 60	$ 78	$213	$203
Ratios:							
Earnings, as adjusted, from continuing operations to total fixed charges	1.65	2.34	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) 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.

EXHIBIT 12(C)

ITT HARTFORD GROUP, INC. AND SUBSIDIARIES

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

	SIX MONTHS ENDED JUNE 30,		YEARS ENDED DECEMBER 31,				
	1995	1994	1994	1993	1992	1991	1990
Earnings:							
Income (Loss) from continuing operations	$245	$292	$632	$537	$(274)	$431	$328
Add (deduct):							
Income taxes	76	107	214	140	(239)	81	(14)
Minority equity in net income	2	4	6	10	12	16	20
Amortization of interest capitalized	--	--	--	1	1	1	1
	323	403	852	688	(500)	529	335
Fixed Charges:							
Interest and other financial charges	47	34	76	66	64	56	51
Interest factor attributable to rentals	18	18	35	36	42	40	42
	65	52	111	102	106	96	93
Earnings, as adjusted, from continuing operations	$388	$455	$963	$790	$(394)	$625	$428
Fixed Charges:							
Fixed charges above	$ 65	$ 52	$111	$102	$ 106	$ 96	$ 93
Dividends on preferred stock of subsidiaries included in minority equity	2	4	6	10	12	16	20
Interest capitalized	--	--	--	--	2	2	4
Total fixed charges	$ 67	$ 56	$117	$112	$ 120	$114	$117
Ratios:							
Earnings, as adjusted, from continuing operations to total fixed charges	5.79	8.13	8.23	7.05	*	5.48	3.66

Notes:

*Earnings are inadequate to cover total fixed charges by $514.

(a) 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.

5

This schedule contains summary financial information extracted from the June 30, 1995 Financial Statements included in Form 10-Q and is qualified in its entirety by reference to such Financial Statements.

1,000,000

6-MOS
DEC-31-1995
JAN-01-1995
JUN-30-1995
411
0
1,470
37
1,028
2,999
5,036
2,837
13,450
3,502
871
106
0
648
6,578
13,450
4,585
4,585
3,954
3,954
389
1
59
153
62
91
749
0
0
840
7.66
7.08

5

This schedule contains summary financial information extracted from the restated December 31, 1994 Financial Statements and is qualified in its entirety by reference to such Financial Statements.

1,000,000

12-MOS
DEC-31-1994
JAN-01-1994
DEC-31-1994
322
0
1,174
36
990
2,530
4,629
2,515
11,035
2,550
1,712
106
0
655
4,698
11,035
7,758
7,758
6,607
6,607
733
4
48
349
147
202
831
0
(11)
1,022
8.57
8.02

EXHIBIT 99(A)

ITT DESTINATIONS, INC.

COMBINED INCOME
(In millions)

	SECOND QUARTER		SIX MONTHS ENDED JUNE 30,	
	1995	1994	1995	1994
Revenues	$1,697	$1,240	$2,982	$2,116
Costs and Expenses:				
Salaries, benefits and other operating	1,231	983	2,216	1,687
Selling, general and administrative, net of service fee income of $26, $23, $52 and $43	195	124	373	235
Depreciation and amortization	72	33	128	66
	1,498	1,140	2,717	1,988
	199	100	265	128
Interest Expense (net of interest income of $8, $4, $13 and $8)	(90)	(34)	(157)	(46)
Miscellaneous Income (Expense), net	3	(5)	9	(8)
	112	61	117	74
Income Tax	(51)	(26)	(55)	(31)
Minority Equity	(15)	(6)	(9)	(6)
Net Income	$ 46	$ 29	$ 53	$ 37

EXHIBIT 99(A)

ITT DESTINATIONS, INC.

COMBINED BALANCE SHEET
(In millions)

	JUNE 30, 1995	DECEMBER 31, 1994
ASSETS		
Current Assets:		
Cash and cash equivalents	$ 384	$ 191
Receivables, net	675	498
Inventories	91	59
Prepaid expenses and other	93	217
Total current assets	1,243	965
Plant, Property and Equipment, net	3,954	2,882
Investments in Uncombined Affiliates	1,340	655
Goodwill, net	1,340	232
Notes Receivable, net	58	133
Other Assets	286	145
	$8,221	$5,012
LIABILITIES AND INVESTMENTS AND ADVANCES FROM ITT INDUSTRIES, INC.		
Current Liabilities:		
Accounts payable	$ 279	$ 72
Accrued expenses	553	426
Notes payable and current maturities of long-term debt	168	31
Other current liabilities	132	95
Total current liabilities	1,132	624
Long-Term Debt	667	600
Deferred Income Taxes	85	39
Other Liabilities	287	192
Minority Interest	244	204
Investments and Advances from ITT Industries, Inc	5,806	3,353
	$8,221	$5,012

EXHIBIT 99(B)

ITT HARTFORD GROUP, INC. AND SUBSIDIARIES

CONSOLIDATED INCOME
(In millions)

	SECOND QUARTER ENDED JUNE 30,		SIX MONTHS ENDED JUNE 30,	
	1995	1994	1995	1994
Revenues				
Property and casualty insurance, net of increase (decrease) in unearned premium of $(50), $(25), $64 and $62	$1,733	$1,635	$3,410	$3,250
Life insurance	531	527	1,278	1,032
Net investment income	622	552	1,183	1,023
Net realized capital gains	28	11	48	62
	2,914	2,725	5,919	5,367
Costs and Expenses				
Benefits, claims and claim adjustment expenses:				
Property and casualty	1,401	1,216	2,648	2,451
Life	616	537	1,202	995
Amortization of deferred policy acquisition costs	399	407	813	801
Other expenses	372	360	933	717
	2,788	2,520	5,596	4,964
	126	205	323	403
Income Tax Expense	20	46	76	107
Dividend on Subsidiary Preferred Stock	(1)	(2)	(2)	(4)
Income before Cumulative Effect of Accounting Changes	105	157	245	292
Cumulative Effect of Accounting Changes, net of tax of $7	--	--	--	12
Net Income	$ 105	$ 157	$ 245	$ 304

EXHIBIT 99(B)

ITT HARTFORD GROUP, INC. AND SUBSIDIARIES

CONSOLIDATED BALANCE SHEET
(In millions except for shares and per share)

	JUNE 30, 1995	DECEMBER 31, 1994
ASSETS		
Investments --		
Fixed maturities, available for sale, at fair value	$ 26,413	$ 27,418
Equity securities, at fair value	1,306	1,350
Policy loans, at cost	3,677	2,614
Other investments, at cost	4,696	1,071
Total investments	36,092	32,453
Cash	112	55
Premiums Receivable and Agents' Balances	2,085	1,996
Reinsurance Recoverables	12,346	12,220
Deferred Policy Acquisition Costs	2,784	2,525
Deferred Income Tax	1,322	1,729
Other Assets	2,610	2,532
Separate Account Assets	29,480	23,255
	$ 86,831	$ 76,765
LIABILITIES AND STOCKHOLDER'S EQUITY		
Liabilities --		
Future policy benefits, unpaid claims and claim adjustment expenses:		
Property and casualty	$ 17,535	$ 17,435
Life	3,519	3,152
Other policy claims and benefits payable	23,728	22,308
Unearned premiums	2,821	2,725
Short-term debt	915	902
Long-term debt	598	596
Other liabilities (including subsidiary preferred stock of $86)	3,428	3,208
Separate account liabilities	29,480	23,255
	82,024	73,581
Stockholder's Equity --		
Common stock -- authorized, issued and outstanding 1 share, $1 par value	--	--
Capital surplus	1,610	1,357
Cumulative translation adjustments	79	24
Unrealized loss on securities, net of tax benefit	(149)	(1,219)
Retained earnings	3,267	3,022
	4,807	3,184
	$ 86,831	$ 76,765