

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the  
Securities Exchange Act of 1934

Date of report (Date of earliest event reported): March 22, 2002

ITT INDUSTRIES, INC.  
(Exact name of registrant as specified in its charter)

Indiana	1-5627	13-5158950
-----	-----	-----
(State or other jurisdiction of organization)	(Commission File Number)	(IRS Employer Identification No.)

4 West Red Oak Lane	10604
White Plains, New York	(Zip Code)
(Address of principal executive offices)	

Registrant's telephone number, including area code: (914) 641-2000

(Former name or former address if changed since last report)

#### ITEM 4. Changes in Registrant's Certifying Accountant

On March 22, 2002, upon the recommendation of the Audit Committee, the Board of Directors of the Company approved the dismissal of Arthur Andersen LLP ("Arthur Andersen") as the Company's independent auditors following the 2001 audit and the selection of Deloitte & Touche LLP as independent auditors for 2002. The appointment of Deloitte & Touche LLP is subject to shareholder ratification at the Company's Annual Meeting of Shareholders to be held on May 7, 2002. In order to ensure an orderly transition of auditors, the Company intends to continue to use Arthur Andersen for certain services during the remainder of 2002.

In connection with the audits for the two most recent fiscal years and through March 22, 2002, there have been no disagreements with Arthur Andersen on any matter of accounting principles or practices, financial statement disclosure, or auditing scope or procedure, which disagreements, if not resolved to the satisfaction of Arthur Andersen, would have caused Arthur Andersen to make reference thereto in its report on the financial statements of the Company for such time periods. Also, during those time periods, there have been no "reportable events," as such term is used in Item 304(a)(1)(v) of Regulation S-K.

Arthur Andersen's reports on the financial statements of the Company for the last two years neither contained an adverse opinion or disclaimer of opinion, nor were they qualified or modified as to uncertainty, audit scope, or accounting principles.

The Company provided Arthur Andersen a copy of this Current Report on Form 8-K prior to its filing with the Securities and Exchange Commission (the "Commission"). Arthur Andersen has provided the Company with a letter, addressed to the Commission, which is filed as an exhibit to this Current Report on Form 8-K.

During the Company's two most recent fiscal years ended December 31, 2001, and the subsequent interim period through March 22, 2002, the Company did not consult with Deloitte & Touche LLP regarding any of the matters or events set forth in Item 304(a)(2)(i) and (ii) of Regulation S-K.

#### ITEM 7. Financial Statements and Exhibits

##### (c) Exhibits

Exhibit No.	Description
16	Letter from Arthur Andersen LLP to the Securities and Exchange Commission, dated March 26, 2002.

SIGNATURES

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 hereunto duly authorized.

ITT INDUSTRIES, INC.

By: /S/ Robert W. Beicke

-----  
Robert W. Beicke

Its: Vice President, Associate General  
Counsel and Assistant Secretary

Date: March 26, 2002

March 26, 2002

Office of the Chief Accountant  
Securities and Exchange Commission  
450 Fifth Street, N.W.  
Washington, D.C. 20549

Dear Sir/Madam:

We have read Item 4 included in the Form 8-K dated March 26, 2002 of ITT Industries, Inc. to be filed with the Securities and Exchange Commission and are in agreement with the statements contained therein.

Very truly yours,

/s/ Arthur Andersen LLP  
Arthur Andersen LLP

cc: ITT Industries, Inc.  
David J. Anderson  
Senior Vice President and  
Chief Financial Officer