UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 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): October 31, 2011

ITT CORPORATION
(Exact name of registrant as specified in its charter)

Indiana	1-5672	13-5158950
(State or other jurisdiction of incorporation)	*(Commission File Number)*	*(IRS Employer Identification No.)*

1133 Westchester Avenue White Plains, New York	10604
(Address of principal executive offices)	*(Zip Code)*

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

NOT APPLICABLE
(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

o Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

o Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

o Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

ITEM 2.01 Completion of Acquisition or Disposition of Assets.

On October 31, 2011, ITT Corporation ("ITT" or the "Company") announced that it had completed the previously announced spin-off of Exelis Inc. ("Exelis"), the Company's Defense & Information Solutions business, and Xylem Inc. ("Xylem"), the Company's water-related businesses (the "Spin-off"). Effective as of 12:01 a.m., Eastern time on October 31, 2011 (the "Distribution Date"), the common stock of each of Exelis and Xylem was distributed, on a pro rata basis, to the Company's shareholders of record as of the close of business on October 17, 2011 (the "Record Date"). On the Distribution Date, each of the shareholders of the Company received (i) one share of Exelis common stock for every one share of common stock of the Company held on the Record Date and (ii) one share of Xylem common stock for every one share of common stock of the Company held on the Record Date. The Spin-off was completed pursuant to the Distribution Agreement, dated as of October 25, 2011, among the Company, Exelis and Xylem. On October 31, 2011, the Company issued a press release announcing the completion of the Spin-off and that the previously announced one-for-two reverse stock split of ITT common stock ("1:2 Reverse Stock Split") would be effective after market close that day. A copy of the press release is attached as Exhibit 99.1 to this Current Report on Form 8-K.

After the Distribution Date, the Company does not beneficially own any shares of Exelis common stock or Xylem common stock and, following such date, does not expect to consolidate the financial results of Exelis or Xylem for the purpose of its own financial reporting. The unaudited pro forma financial information of the Company giving effect to the Spin-off and the 1:2 Reverse Stock Split (as described under Item 5.03 below) and the related notes thereto, is attached as Exhibit 99.2 to this Current Report on Form 8-K.

ITEM 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

Amendments of Certain Benefits Plans

On October 31,2011, the amendment and restatement of the ITT Corporation Supplemental Retirement Savings Plan for Salaried Employees (the "Supplemental Plan") approved by the ITT Board of Directors became effective. The Supplemental Plan is substantially similar to the ITT Excess Savings Plan that the Company previously maintained prior to transferring such plan to Exelis in connection with the Spin-off.

The Supplemental Plan. The Supplemental Plan was amended and restated effective October 31, 2011 to reflect the enhanced employer contribution formula provided effective January 1, 2012 and to revise the Supplemental Plan with its correct name. The Supplemental Plan was further amended to cease salary deferrals by eligible employees effective as of January 1, 2012. All balances under the Supplemental Plan are maintained on the books of the Company and earnings are credited to the accumulated savings under the plan based on the earnings attributable to a stable value fund. Benefits will be paid in a lump sum in the seventh month following the last day worked by an employee. Employees are 100% vested at all times in any employee contributions they previously elected and, effective as of October 31, 2011, are 100% vested in all Company contributions as well.

ITEM 5.03 Amendments to Articles of Incorporation or Bylaws; Change In Fiscal Year.

The Company filed Articles of Amendment of the Articles of Incorporation of the Company with the Secretary of State of the State of Indiana, which became effective at 7:00 p.m. on October 31, 2011, to effect the 1:2 Reverse Stock Split whereby every two shares of ITT common stock whether issued and outstanding, held by the Company as Treasury stock or authorized but unissued were converted into one share of ITT common stock. Under Indiana law, the 1:2 Reverse Stock Split did not require shareholder approval. A copy of the Articles of Amendment so filed is attached as Exhibit 3.1 to this Current Report on Form 8-K and is incorporated by reference into this Item 5.03.

The new CUSIP number for ITT Corporation common stock is 450911 201. The shares of ITT Corporation will continue to trade on the New York Stock Exchange, under the symbol "ITT."

ITEM 7.01 Regulation FD Disclosure.

The unaudited supplemental financial information is furnished pursuant to Item 7.01 Regulation FD Disclosure. This information shall not be deemed filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act") or incorporated by reference into any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as shall be expressly set forth by specific reference in such filing. The unaudited supplemental financial information updates the presentation executives from ITT made related to the separation of Exelis and Xylem from ITT at the Company's investor day on October 13, 2011. The unaudited supplemental financial information is attached and incorporated by reference herein as Exhibit 99.3.

ITEM 9.01 Financial Statements and Exhibits.

(b) Pro Forma Financial Information.

The unaudited pro forma consolidated condensed income statements of ITT Corporation for the nine months ended September 30, 2011 and each of the three years ended December 31, 2010, 2009 and 2008 and unaudited pro forma consolidated balance sheet of ITT Corporation dated as of September 30, 2011 are attached as Exhibit 99.2 to this Current Report on Form 8-K.

(d) Exhibits.

Exhibit No.	Description
3.1	Articles of Amendment of the Articles of Incorporation of ITT Corporation
99.1	Press release issued October 31, 2011 by ITT Corporation
99.2	Unaudited pro forma consolidated condensed income statements of ITT Corporation for the nine months ended September 30, 2011 and each of the three years ended December 31, 2010, 2009 and 2008 and unaudited pro forma consolidated balance sheet of ITT Corporation dated as of September 30, 2011
99.3	Unaudited supplemental financial information updating the presentation from the Company's investor day on October 13, 2011

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 CORPORATION

Date: November 4, 2011

By: /s/ Burt M. Fealing
Burt M. Fealing

Its: Senior Vice President, General Counsel and Secretary
(Authorized Officer of Registrant)

EXHIBIT INDEX

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Exhibit 3.1

Articles of Amendment
of the
Articles of Incorporation
of
ITT Corporation

The undersigned officer of ITT Corporation (hereinafter referred to as the "**Corporation**"), existing pursuant to the provisions of the Indiana Business Corporation Law as amended (hereinafter referred to as the "**IBCL**"), desiring to give notice of corporate action amending its Articles of Incorporation of the Corporation, certifies the following facts:

Section 1. **Information**. The name of the Corporation is, and after the effectiveness of this amendment will remain, ITT Corporation. The date of incorporation of the Corporation is September 5, 1995.

Section 2. **Amendments**. The exact text of Article 4, Section (a) of the Corporation's Articles of Incorporation is now as follows:

"(a) The aggregate number of shares of stock that the Corporation shall have authority to issue is 300,000,000 shares, consisting of 250,000,000 shares designated "Common Stock" (after giving effect to the reverse split described below) and 50,000,000 shares designated "Preferred Stock". The shares of Common Stock shall have a par value of $1.00 per share, and the shares of Preferred Stock shall not have any par or stated value, except that, solely for the purpose of any statute or regulation imposing any fee or tax based upon the capitalization of the Corporation, the shares of Preferred Stock shall be deemed to have a par value of $0.01 per share.

(1) Reverse Stock Split. Without regard to any other provision of these Articles of Incorporation, every 2 shares of the Common Stock of the Corporation ("Old Common Stock"), whether issued and outstanding, held by the Company as treasury stock, or authorized but unissued immediately prior to 7:00 p.m., New York time, October 31, 2011 (the "Reverse Split Effective Time"), shall be automatically changed and combined, as of the Reverse Split Effective Time, into one (1) fully paid and non-assessable share of the Corporation's Common Stock; provided that, to the extent such reverse stock split results in any record holder of Common Stock owning a fractional share thereof, no fractional shares shall be issued and in lieu thereof the Corporation's transfer agent shall aggregate all fractional shares and sell them as soon as practicable after the Reverse Split Effective Time at the then prevailing prices on the open market, on behalf of those shareholders who would otherwise be entitled to receive a fractional share. After the transfer agent's completion of such sale, shareholders shall receive a cash payment from the transfer agent in an amount equal to their respective pro rata shares of the total net proceeds of that sale."

Section 3. **Manner of Adoption and Vote**.

(a) **Action by Directors**. The Board of Directors of the Corporation duly approved these Articles of Amendment and shareholder action was not required under Section 23-1-38-2(4) of the IBCL.

(b) **Compliance with Legal Requirements**. The manner of the adoption of these Articles of Amendment and the manner in which they were proposed and approved, constitute full legal compliance with the provisions of the Act, the Articles of Incorporation, and the By-Laws of the Corporation.

Section 4. **Effective Date**. This amendment to the Corporation's Articles shall become effective on the 31st day of October, 2011 at 7:00 p.m.

[SIGNATURE PAGE FOLLOWS]

EXECUTED on this 31st day of October, 2011.

ITT CORPORATION

By: /s/ Burt M. Fealing

Name: Burt M. Fealing

Title: Senior Vice President, General Counsel & Secretary

Exhibit 99.1

ITT Corporation

1133 Westchester Ave.
White Plains, NY 10604
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Press Release

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ITT completes separation plan

Company continues to trade as NYSE: ITT, a global high technology engineering and manufacturing company

WHITE PLAINS, N.Y., Oct. 31, 2011 - ITT Corporation (NYSE: ITT) today completed the previously announced spin offs of its Defense and Information Solutions business and its Water Technology and Services business.

With the spin offs complete, ITT is now a $2 billion company with four businesses that deliver highly engineered and customized products and services to the industrial, aerospace, transportation, and oil and gas industries.

"ITT's businesses are focused on providing reliable and durable technologies for customers across balanced end markets and geographies, and our global portfolio is highly aligned with the global macro trends that will drive premier growth," said Denise Ramos, chief executive officer and president.

As a standalone company, ITT is now better positioned to focus on the key drivers that are specific to its businesses and that will accelerate growth, including a strong global footprint and profitable aftermarket business; commitment to innovation, customer service and operational excellence; and focus on capital deployment that fuels growth both organically and through targeted acquisitions.

"Our company is also nicely capitalized to create significant value for shareowners, with an outstanding operating track record and dedicated people who are committed to delivering premier service, quality and innovation to our world-class customer base," Ramos said.

In addition, a 1:2 reverse stock split for ITT will become effective after market close today in which every two common shares of ITT will be converted into one common share of ITT. As a result, ITT will have approximately 92.5 million common shares outstanding after the reverse stock split.

About ITT

ITT is a diversified leading manufacturer of highly engineered critical components and customized technology solutions for growing industrial end-markets in energy infrastructure, electronics, aerospace and transportation. Building on its heritage of innovation, ITT partners with its customers to deliver enduring solutions to the key industries that underpin our modern way of life. Founded in 1920, ITT is headquartered in White Plains, N.Y., with employees in more than fifteen countries and sales in more than 125 countries. The company generated pro forma 2010 revenues of approximately $2 billion. For more information, visit www.itt.com.

Forward-Looking and Cautionary Statements

Certain material presented herein includes forward-looking statements intended to qualify for the safe harbor from liability established by the Private Securities Litigation Reform Act of 1995. These forward-looking statements include, but are not limited to, the terms and the effect of the separation, the nature and impact of such a separation, capitalization of the company, future strategic plans and other statements that describe the company's business strategy, outlook, objectives, plans, intentions or goals, and any discussion of future operating or financial performance. Whenever used, words such as "anticipate," "estimate," "expect," "project," "intend," "plan," "believe," "target" and other terms of similar meaning are intended to identify such forward-looking statements. Forward-looking statements are uncertain and to some extent unpredictable, and involve known and unknown risks, uncertainties and other important factors that could cause actual results to differ materially from those expressed or implied in, or reasonably inferred from, such forward-looking statements. Factors that could cause results to differ materially from those anticipated include, but are not limited to: economic, political and social conditions in the countries in which we conduct our businesses; changes in U.S. or International government budgets; decline in consumer spending; sales and revenues mix and pricing levels; availability of adequate labor, commodities, supplies and raw materials; foreign currency exchange rate fluctuations and changes in local government regulations; competition, industry capacity and production rates; ability of third parties, including our commercial partners, counterparties, financial institutions and insurers, to comply with their commitments to us; our ability to borrow and availability of liquidity sufficient to meet our needs; changes in the value of goodwill or intangible assets; our ability to achieve stated synergies or cost savings from acquisitions or divestitures; the number of personal injury claims filed against the companies or the degree of liability; uncertainties with respect to our estimation of asbestos liability exposures, third-party recoveries and net cash flow; our ability to effect restructuring and cost reduction programs and realize savings from such actions; government regulations and compliance therewith, including Dodd-Frank legislation; changes in technology; intellectual property matters; governmental investigations; potential future employee benefit plan contributions and other employment matters; contingencies related to actual or alleged environmental contamination, claims and concerns; changes in generally accepted accounting principles; and other factors set forth in our Annual Report on Form 10-K for the fiscal year ended December 31, 2010 and our other filings with the Securities and Exchange Commission.

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UNAUDITED PRO FORMA CONSOLIDATED CONDENSED FINANCIAL STATEMENTS

On October 31, 2011 (the "Distribution Date"), ITT Corporation ("ITT" or the "Company") completed the spin-off of Exelis Inc. ("Exelis"), formerly ITT's Defense and Information Solutions segment, and Xylem Inc. ("Xylem"), formerly ITT's water-related business, by way of a distribution (the "Distribution") of all of the issued and outstanding shares of Exelis common stock and Xylem common stock, on a pro rata basis, to ITT shareholders of record on October 17, 2011 (the "Spin-off"). Exelis and Xylem are now independent companies trading on the New York Stock Exchange under the symbols "XLS" and "XYL", respectively. The Distribution was made pursuant to a Distribution Agreement, dated October 25, 2011, among ITT, Exelis and Xylem (the "Distribution Agreement"). In addition, on October 31, 2011 following the Distribution, the Company effected a one-for-two reverse stock split of its common stock ("1:2 Reverse Stock Split").

After the Distribution Date, the Company does not beneficially own any shares of Exelis common stock or Xylem common stock and, following such date, does not expect to consolidate the financial results of Exelis or Xylem for the purpose of its own financial reporting.

The unaudited pro forma consolidated condensed financial statements consist of unaudited pro forma consolidated condensed income statements for the nine months ended September 30, 2011 and for each of the three fiscal years ended December 31, 2010, and an unaudited pro forma consolidated condensed balance sheet as of September 30, 2011. The following unaudited pro forma consolidated condensed financial statements were derived from ITT's historical consolidated financial statements and give effect to the Spin-off. The following unaudited pro forma consolidated condensed financial statements should be read together with our historical consolidated financial statements and accompanying notes.

The unaudited pro forma consolidated condensed financial statements are not intended to be a complete presentation of ITT's financial position or results of operations had the Spin-off and related transactions contemplated by the Distribution Agreement and related agreements occurred as of and for the periods indicated. In addition, the unaudited pro forma consolidated condensed financial statements are provided for illustrative and informational purposes only and are not necessarily indicative of ITT's future results of operations or financial condition had the Spin-off been completed on the dates assumed. The pro forma adjustments are based on available information and assumptions that ITT management believes are reasonable, that reflect the impacts of events directly attributable to the Distribution and related transaction agreements, that are factually supportable, and for purposes of the statements of operations, are expected to have a continuing impact on ITT.

The unaudited pro forma consolidated condensed income statements for the nine months ended September 30, 2011 and each of the three fiscal years ended December 31, 2010 reflect the Company's results as if the Spin-off and related transactions described below had occurred as of January 1, 2008. The unaudited pro forma consolidated condensed balance sheet as of September 30, 2011 reflects the Company's financial position as if the Spin-off and related transactions described below had occurred as of such date.

The unaudited pro forma consolidated condensed financial statements give effect to the following:

- the Distribution through a tax-free dividend for U.S. shareholders and other adjustments resulting from the Spin-off;
- the transfer, upon the Spin-off, of certain assets and liabilities by ITT to Exelis and Xylem. These assets and liabilities relate primarily to postretirement benefit plans for which Exelis and Xylem became the plans' sponsors upon completion of the Spin-off;
- the post-separation capital structure of ITT, including (i) the 1:2 Reverse Stock Split, (ii) the receipt of net contributions by Exelis and Xylem to ITT of $104 million and $555 million, respectively, and (iii) the retirement of $1.3 billion of indebtedness of ITT; and
- the impact of, and transactions contemplated by, a Tax Matters Agreement dated October 25, 2011, among ITT, Exelis and Xylem and the provisions contained therein.

The unaudited pro forma consolidated condensed income statements do not reflect material non-recurring charges related to transformation costs, which ITT anticipates will affect the consolidated income statement within 12 months following the Distribution Date. ITT currently estimates that the total income statement charges incurred within 12 months following the Distribution Date related to transformation costs will be approximately $30 to $40 million after-tax.

Excluding the cash paid to retire ITT's indebtedness, the Company paid cash of approximately $140 to $160 million for Spin-off related activities from September 30, 2011 through the Distribution Date including advisory fees, information technology investments, lease termination and other transformation costs. In addition, the range of Spin-off related costs expected to be paid in cash within 12 months following the Distribution Date is approximately $90 to $100 million.

As a result of ITT's reorganization to a new management and operating segment structure in the fourth quarter in connection with the Spin-off, ITT has identified new reporting units and is conducting valuations to assign goodwill to the new reporting units based on their estimated relative fair values. After the assignment of goodwill to the new reporting units is completed, ITT will test the goodwill for recoverability by comparing reporting unit fair values to their respective carrying values. Based on ITT’s preliminary assessment, the carrying value of each reporting unit is less than its estimated fair value. As such, the unaudited pro forma consolidated condensed financial statements do not reflect any goodwill impairment charges. However, when these assessments are finalized, potential goodwill impairment losses may be recorded.

UNAUDITED PRO FORMA CONSOLIDATED CONDENSED INCOME STATEMENT

NINE MONTHS ENDED SEPTEMBER 30, 2011

(in millions, except per share amounts)	Historical	Distribution of water-related businesses (a)	Distribution of Defense and Information Solutions segment (a)	Other adjustments	Pro forma for the Spin-off
Revenue	$ 8,765	$ (2,791)	$ (4,373)	$ 10(b)	$ 1,611
Costs of revenue	6,286	(1,710)	(3,477)	7(b)	1,106
Gross profit	2,479	(1,081)	(896)	3	505
Selling, general and administrative expenses	1,304	(638)	(395)	—	271
Research and development expenses	195	(73)	(72)	—	50
Transformation costs	279	(67)	(23)	(189)(c)	—
Asbestos-related costs, net	91	—	—	—	91
Restructuring and asset impairment charges, net	10	(3)	(5)	—	2
Operating income	600	(300)	(401)	192	91
Interest and non-operating expenses, net	51	2	12	(61)(d)	4
Income from continuing operations before income tax expense	549	(302)	(413)	253	87
Income tax expense	184	(83)	(150)	82(e)	33
Income from continuing operations	$ 365	$ (219)	$ (263)	$ 171	$ 54
Basic earnings per share:					$ 0.59(i)
Diluted earnings per share:					$ 0.58(i)
Weighted average number of shares outstanding:					
Basic					92.3(i)
Diluted					92.7(i)

UNAUDITED PRO FORMA CONSOLIDATED CONDENSED INCOME STATEMENT

YEAR ENDED DECEMBER 31, 2010

(in millions, except per share amounts)	Historical	Distribution of water-related businesses (a)	Distribution of Defense and Information Solutions segment (a)	Other adjustments	Pro forma for the Spin-off
Revenue	$ 10,995	$ (3,192)	$ (5,895)	$ 16(b)	$ 1,924
Costs of revenue	7,820	(1,990)	(4,529)	11(b)	1,312
Gross profit	3,175	(1,202)	(1,366)	5	612
Selling, general and administrative expenses	1,584	(728)	(505)	(2)(c)	349
Research and development expenses	253	(74)	(119)	—	60
Asbestos-related costs, net	385	—	—	—	385
Restructuring and asset impairment charges, net	53	(15)	(35)	—	3
Operating income	900	(385)	(707)	7	(185)
Interest and non-operating expenses, net	82	1	8	(88)(d)	3
Income (loss) from continuing operations before income tax expense	818	(386)	(715)	95	(188)
Income tax expense (benefit)	164	(59)	(250)	37(e)	(108)
Income (loss) from continuing operations	$ 654	$ (327)	$ (465)	$ 58	$ (80)
Basic loss per share:					$ (0.87)(i)
Diluted loss per share:					$ (0.87)(i),(j)
Weighted average number of shares outstanding:					
Basic					91.5(i)
Diluted					91.5(i),(j)

UNAUDITED PRO FORMA CONSOLIDATED CONDENSED INCOME STATEMENT

YEAR ENDED DECEMBER 31, 2009

(in millions, except per share amounts)	Historical	Distribution of water-related businesses (a)	Distribution of Defense and Information Solutions segment (a)	Other adjustments	Pro forma for the Spin-off
Revenue	$ 10,674	$ (2,839)	$ (6,064)	$ 18(b)	$ 1,789
Costs of revenue	7,650	(1,808)	(4,634)	12(b)	1,220
Gross profit	3,024	(1,031)	(1,430)	6	569
Selling, general and administrative expenses	1,555	(646)	(555)	—	354
Research and development expenses	258	(63)	(142)	—	53
Asbestos-related costs, net	238	—	—	—	238
Restructuring and asset impairment charges, net	79	(31)	(5)	—	43
Operating income	894	(291)	(728)	6	(119)
Interest and non-operating expenses, net	84	1	(2)	(90)(d)	(7)
Income (loss) from continuing operations before income tax expense	810	(292)	(726)	96	(112)
Income tax expense (benefit)	169	(16)	(253)	37(e)	(63)
Income (loss) from continuing operations	$ 641	$ (276)	$ (473)	$ 59	$ (49)
Basic loss per share:					$ (0.54)(i)
Diluted loss per share:					$ (0.54)(i),(j)
Weighted average number of shares outstanding:					
Basic					90.9(i)
Diluted					90.9(i),(j)

UNAUDITED PRO FORMA CONSOLIDATED CONDENSED INCOME STATEMENT

YEAR ENDED DECEMBER 31, 2008

(in millions, except per share amounts)	Historical	Distribution of water-related businesses (a)	Distribution of Defense and Information Solutions segment (a)	Other adjustments	Pro forma for the Spin-off
Revenue	$ 11,476	$ (3,281)	$ (6,063)	$ 19(b)	$ 2,151
Costs of revenue	8,262	(2,149)	(4,684)	13(b)	1,442
Gross profit	3,214	(1,132)	(1,379)	6	709
Selling, general and administrative expenses	1,689	(707)	(583)	—	399
Research and development expenses	236	(64)	(111)	—	61
Asbestos-related costs, net	14	—	—	—	14
Restructuring and asset impairment charges, net	77	(41)	(13)	—	23
Operating income	1,198	(320)	(672)	6	212
Interest and non-operating expenses, net	122	(3)	7	(111)(d)	15
Income from continuing operations before income tax expense	1,076	(317)	(679)	117	197
Income tax expense	308	(88)	(233)	45(e)	32
Income from continuing operations	$ 768	$ (229)	$ (446)	$ 72	$ 165
Basic earnings per share:					$ 1.82(i)
Diluted earnings per share:					$ 1.80(i)
Weighted average number of shares outstanding:					
Basic					90.7(i)
Diluted					91.6(i)

UNAUDITED PRO FORMA CONSOLIDATED CONDENSED BALANCE SHEET

AS OF SEPTEMBER 30, 2011

(in millions)	Historical	Distribution of water-related businesses (a)	Distribution of Defense and Information Solutions segment (a)	Other adjustments	Pro forma for the Spin-off
Assets					
Current assets:					
Cash and cash equivalents	$ 2,686	$ (755)	$ (64)	$ (1,606)(f)	$ 920
				659(g)	
Receivables, net	2,198	(753)	(1,047)	—	398
Inventories, net	1,011	(436)	(310)	—	265
Other current assets	652	(154)	(173)	19(h),(f)	344
Total current assets	6,547	(2,098)	(1,594)	(928)	1,927
Plant, property and equipment, net	1,214	(451)	(466)	—	297
Goodwill	4,471	(1,787)	(2,154)	—	530
Other intangible assets, net	829	(519)	(224)	—	86
Asbestos-related assets	819	—	—	—	819
Other non-current assets	1,208	(129)	(606)	18(h)	491
Total non-current assets	8,541	(2,886)	(3,450)	18	2,223
Total assets	$ 15,088	$ (4,984)	$ (5,044)	$ (910)	$ 4,150
Liabilities and Equity					
Current liabilities:					
Accounts payable	$ 1,116	$ (293)	$ (430)	$ —	$ 393
Accrued and other current liabilities	1,755	(405)	(830)	(7)(f),(h)	513
Short-term borrowings and current maturities of long-term debt	1,305	(5)	—	(1,288)(f)	12
Total current liabilities	4,176	(703)	(1,260)	(1,295)	918
Postretirement benefits	2,658	(249)	(2,149)	—	260
Long-term debt	1,868	(1,202)	(662)	—	4
Asbestos-related liabilities	1,522	—	—	—	1,522
Other non-current liabilities	619	(222)	(113)	33(h)	317
Total non-current liabilities	6,667	(1,673)	(2,924)	33	2,103
Total liabilities	10,843	(2,376)	(4,184)	(1,262)	3,021
Shareholders' Equity:					
Common stock	185	—	—	(92)(i)	93
Retained earnings	5,709	(2,586)	(2,569)	444	998
Total accumulated other comprehensive (loss) income	(1,649)	(22)	1,709	—	38
Total shareholders' equity	4,245	(2,608)	(860)	352	1,129
Total liabilities and shareholders' equity	$ 15,088	$ (4,984)	$ (5,044)	$ (910)	$ 4,150

NOTES TO UNAUDITED PRO FORMA CONSOLIDATED CONDENSED FINANCIAL STATEMENTS

(a) Reflects the operations, assets, liabilities and equity of Exelis Inc. ("Exelis"), formerly ITT's Defense and Information Solutions segment, and Xylem Inc. ("Xylem"), formerly ITT's water-related businesses, the issued and outstanding shares of common stock of which were distributed by way of a distribution (the "Distribution") on October 31, 2011 (the "Distribution Date") on a pro rata basis, to ITT shareholders of record on October 17, 2011 (the "Spin-off"). Additionally, balance sheet amounts reflect the impact of other assets and liabilities that were contributed to Exelis and Xylem by ITT, primarily related to postretirement benefit plans and associated deferred tax positions. On the Distribution Date, ITT transferred to Exelis and Xylem certain defined benefit pension and other postretirement benefit plans. Most significantly, the ITT Salaried Retirement Plan was transferred to Exelis. Exelis and Xylem assumed all assets and liabilities associated with the plans contributed to them and became the plans' sponsor on the Distribution Date. Excluded from these amounts are certain general corporate overhead expenses not specifically related to Exelis or Xylem. Such general corporate overhead expenses do not meet the requirements to be presented in discontinued operations and thus, will be presented as part of ITT's continuing operations.

(b) Reflects the effects of intercompany sales from us to Exelis and Xylem that will be reflected as third party transactions subsequent to the Distribution.

(c) Reflects the removal of transformation costs directly related to the Spin-off that were incurred during the historical period. These costs were primarily for tax, information technology, advisory fees, and other costs in addition to a non-cash impairment charge related to a decision to discontinue development of an information technology consolidation initiative.

(d) Reflects a reduction of the actual interest expense incurred in connection with debt securities retired by ITT in October 2011 as part of ITT's post-separation capital structure. See note (f) for additional details.

(e) Adjusted to reflect the income tax effects of the pro forma adjustments at the applicable statutory tax rates, except for the removal of transformation costs which reflect historical tax rates.

(f) Reflects the retirement of certain of ITT's outstanding debt securities, including related interest rate swaps, debt issuance costs and costs to retire the debt securities. During October 2011, ITT extinguished $1,250 million of long-term debt in advance of maturity, consisting of $500 million of 4.9% senior unsecured notes due May 1, 2014, $500 million of 6.125% senior unsecured notes due May 1, 2019, and $250 million of 7.4% senior unsecured notes due November 15, 2025. These transactions resulted in a pre-tax charge of approximately $291 million.

(g) Reflects the net contributions immediately prior to the Distribution by Exelis to ITT of $104 million, using the proceeds from their issuance of debt securities of $240 million in October 2011, and by Xylem to ITT of $555 million, both pursuant to the terms of the Distribution Agreement.

(h) Reflects adjustments to reclassify deferred income taxes retained by ITT due to the netting of deferred tax assets and deferred tax liabilities within a single tax jurisdiction.

(i) Common stock and pro forma weighted-average basic and diluted shares outstanding reflect the effect of a one-for-two reverse stock split of ITT common stock. Additional share impacts as a result of the Spin-off have been excluded as they are not currently determinable.

(j) The effects of certain previously dilutive securities are anti-dilutive for the years ended December 31, 2010 and 2009 on a pro forma basis.

UNAUDITED SUPPLEMENTAL FINANCIAL INFORMATION

The Supplemental Information consists of unaudited income statement information for the nine months ended September 30, 2011 and for each of the three fiscal years ended December 31, 2010. The Supplemental Information was derived from our historical consolidated financial statements and gives effect to the Spin-off of Exelis and Xylem and reflects certain non-GAAP adjustments. The unaudited Supplemental Information reflects the Company's results as if the Spin-off and related transactions had occurred as of January 1, 2008. The Supplemental Information should be read together with our unaudited pro forma consolidated condensed financial statements and accompanying notes included in Exhibit 99.2.

The Supplemental Information consists of information management believes are useful to investors when evaluating our operating performance for the periods presented, and provides a tool for evaluating ITT's ongoing operations and management of assets held from period to period. These metrics, however, are not a measure of financial performance under GAAP and should not be considered a substitute for revenue growth (decline) or other metrics as determined in accordance with GAAP. Further, these measures may not be comparable to similarly titled measures reported by other companies.

- **Pro Forma Revenues** are defined as reported GAAP revenues adjusted for the benefit of certain historical transactions between ITT and Exelis and Xylem that previously eliminated in consolidation.
- **Adjusted Segment Operating Income and Adjusted Segment Operating Margin** are defined as GAAP Segment Operating Income and Operating Margin, adjusted for special items and pro forma adjustments. Special items represent significant charges or credits that impact current results, but may not be related to the Company's ongoing operations and performance. Pro forma adjustments reflect the benefit of certain historical transactions between ITT and Exelis and Xylem that previously eliminated in consolidation.
- **Adjusted Operating EBIT and Adjusted Operating EBIT Margin** are defined as operating income and margin, adjusted for special items that may include, but are not limited to, non-operating items, transformation costs, and pro forma adjustments. Special items represent significant charges or credits that impact current results, but may not be related to the Company's ongoing operations and performance. Pro forma adjustments relate to certain historical transactions between ITT and Exelis and Xylem that previously eliminated in consolidation.
- **Adjusted EBITDA and Adjusted EBITDA Margin** are defined as operating income and margin before depreciation, amortization and stock based compensation, adjusted for special items that may include, but are not limited to, non-operating items, transformation costs, and pro forma adjustments. Special items represent significant charges or credits that impact current results, but may not be related to the Company's ongoing operations and performance. Pro forma adjustments relate to certain historical transactions between ITT and Exelis and Xylem that previously eliminated in consolidation.

The Company's segments are presented on the same basis used internally for evaluating performance and for allocating resources. Our four segments are referred to as Industrial Process, Motion Technologies, Interconnect Solutions and Control Technologies.

The Supplemental Information is not intended to be a complete presentation of our results of operations had the Distribution occurred as of and for the periods indicated. In addition, the Supplemental Information is provided for illustrative and informational purposes only and are not necessarily indicative of our future results of operations had the Spin-off been completed on the date assumed. The Supplemental Information includes pro forma adjustments that are based on available information and assumptions that management believes are reasonable, that reflect the impacts of events directly attributable to the Distribution and related transaction agreements, are factually supportable, and are expected to have a continuing impact on us.

UNAUDITED NON-GAAP RECONCILIATIONS
PRO FORMA REVENUE AND ADJUSTED SEGMENT OPERATING INCOME AND MARGIN
YEARS ENDED DECEMBER 31, 2008, 2009 AND 2010, NINE MONTHS ENDED SEPTEMBER 30, 2011

(in millions)	2008	2009	2010	Nine months ended September 30, 2011
Revenue				
Total Segment Revenues	$ 2,153	$ 1,794	$ 1,930	$ 1,616
Less: Intercompany Eliminations	(21)	(23)	(22)	(15)
Consolidated Revenue — GAAP	$ 2,132	$ 1,771	$ 1,908	$ 1,601
Adjustments				
Pro Forma (a)	19	18	16	10
Pro Forma Consolidated Revenue	**$ 2,151**	**$ 1,789**	**$ 1,924**	**$ 1,611**
Segment Operating Income				
GAAP	$ 281	$ 171	$ 230	$ 221
Adjustments				
Restructuring and Realignment	44	48	4	2
Pro Forma (a)	6	6	5	3
Total Adjustments	$ 50	$ 54	$ 9	$ 5
Adjusted Segment Operating Income	**$ 331**	**$ 225**	**$ 239**	**$ 226**
Adjusted Segment Operating Margin	**15.4%**	**12.6%**	**12.4%**	**14.0%**

Note:

(a) Pro forma amounts reflect the benefit of transactions between ITT and Exelis and Xylem that previously eliminated in consolidation.

UNAUDITED ADJUSTED SEGMENT OPERATING INCOME TO ADJUSTED OPERATING EBIT
YEARS ENDED DECEMBER 31, 2008, 2009 AND 2010, NINE MONTHS ENDED SEPTEMBER 30, 2011

(in millions)	2008	2009	2010	Nine months ended September 30, 2011
Total Adjusted Segment Operating Income	**$ 331**	**$ 225**	**$ 239**	**$ 226**
Less Corporate Costs after Adjustments (a):				
Corporate General and Administrative Expenses	45	55	36	24
Corporate Restructuring & Realignment	(4)	—	—	—
Corporate Transformation Costs	—	—	—	10
Information System Initiatives (b)	—	(1)	(4)	(4)
Other Expenses	16	3	(1)	12
Adjusted Corporate Costs	$ 57	$ 57	$ 31	$ 42
Adjusted Operating EBIT	**$ 274**	**$ 168**	**$ 208**	**$ 184**
Adjusted Operating EBIT Margin	**12.7%**	**9.4%**	**10.8%**	**11.4%**

Notes:

(a) Corporate costs exclude the following:				
Information System Initiatives (b)	$ —	$ —	$ —	$ 55
Asbestos Remeasurement (c)	$ —	$ 210	$ 330	$ 41
Asbestos Provision (d)	$ 14	$ 28	$ 55	$ 50

(b) Information System initiatives which were terminated as a result of the Spin-off.

(c) Effect of annual asbestos reassessment.

(d) 2008 reflects adjustment related to pending claims. 2009, 2010 and nine months ended September 30, 2011 reflect the effect of maintaining rolling 10 year net asbestos liability.

UNAUDITED ADJUSTED OPERATING EBIT, ADJUSTED OPERATING EBITDA AND MARGIN
YEARS ENDED DECEMBER 31, 2008, 2009 AND 2010, NINE MONTHS ENDED SEPTEMBER 30, 2011

(in millions)	2008	2009	2010	Nine months ended September 30, 2011
GAAP Operating Income	$ 206	$ (125)	$ (192)	$ 19
Pro Forma Adjustments				
Pro Forma (a)	6	6	5	3
Transformation Costs	—	—	2	10
Information System Initiatives (b)	—	—	—	59
Pro Forma Operating Income	$ 212	$ (119)	$ (185)	$ 91
Non GAAP Adjustments				
Restructuring and Realignment	$ 48	$ 48	$ 4	$ 2
Information System Initiatives (b)	—	1	4	—
Asbestos Remeasurement (c)	—	210	330	41
Asbestos Provision (d)	14	28	55	50
Total Asbestos Expense	$ 14	$ 238	$ 385	$ 91
Total Adjustments	$ 62	$ 287	$ 393	$ 93
Adjusted Operating EBIT	**$ 274**	**$ 168**	**$ 208**	**$ 184**
Depreciation	$ 57	$ 54	$ 52	$ 42
Amortization and Stock Based Compensation	18	25	27	19
Adjusted Operating EBITDA	**$ 349**	**$ 247**	**$ 287**	**$ 245**
Adjusted Operating EBITDA Margin	**16.2%**	**13.8%**	**14.9%**	**15.2%**

Notes:

(a) Pro forma amounts reflect the benefit of transactions between ITT and Exelis and Xylem that previously eliminated in consolidation.

(b) Information System initiatives which were terminated as a result of the Spin-off.

(c) Effect of annual asbestos reassessment.

(d) 2008 reflects the adjustment related to pending claims. 2009, 2010 and nine months ended September 30, 2011 reflect the effect of maintaining rolling 10 year net asbestos liability.

UNAUDITED ADJUSTED SEGMENT OPERATING INCOME AND MARGIN
YEARS ENDED DECEMBER 31, 2008, 2009 AND 2010, NINE MONTHS ENDED SEPTEMBER 30, 2011

(in millions)	2008	2009	2010	Nine months ended September 30, 2011
Industrial Process Operating Income				
GAAP Operating Income	$ 114	$ 72	$ 79	$ 77
Adjustments				
Restructuring and Realignment	19	16	1	—
Pro Forma (a)	3	4	3	2
Total Adjustments	$ 22	$ 20	$ 4	$ 2
Adjusted Operating Income	$ 136	$ 92	$ 83	$ 79
Adjusted Operating Margin	16.7%	12.8%	11.9%	14.3%
Motion Technologies Operating Income				
GAAP Operating Income	$ 82	$ 48	$ 85	$ 67
Adjustments				
Restructuring and Realignment	8	22	—	—
Pro Forma (a)	—	—	—	—
Total Adjustments	$ 8	$ 22	$ —	$ —
Adjusted Operating Income	$ 90	$ 70	$ 85	$ 67
Adjusted Operating Margin	16.0%	14.3%	15.5%	13.4%
Interconnect Solutions Operating Income				
GAAP Operating Income	$ 42	$ 19	$ 37	$ 34
Adjustments				
Restructuring and Realignment	8	7	1	—
Pro Forma (a)	3	2	2	1
Total Adjustments	$ 11	$ 9	$ 3	$ 1
Adjusted Operating Income	$ 53	$ 28	$ 40	$ 35
Adjusted Operating Margin	11.7%	8.2%	9.8%	10.9%
Control Technologies Operating Income				
GAAP Operating Income	$ 43	$ 32	$ 29	$ 43
Adjustments				
Restructuring and Realignment	9	3	2	2
Pro Forma (a)	—	—	—	—
Total Adjustments	$ 9	$ 3	$ 2	$ 2
Adjusted Operating Income	$ 52	$ 35	$ 31	$ 45
Adjusted Operating Margin	16.1%	14.4%	11.3%	18.5%

Note:

(a) Pro forma amounts reflect the benefit of transactions between ITT and Exelis and Xylem that previously eliminated in consolidation.

UNAUDITED FINANCIAL IMPACTS OF ASBESTOS ON CONTINUING OPERATIONS
YEARS ENDED DECEMBER 31, 2008, 2009 AND 2010, NINE MONTHS ENDED SEPTEMBER 30, 2011

(in millions)	2008	2009	2010	Nine months ended September 30, 2011
As Reported				
Net Annual Asbestos Remeasurement (a)	$ —	$ 210	$ 330	$ 41
Net Asbestos Provision (b)	14	28	55	50
Total Net Asbestos Expense	$ 14	$ 238	$ 385	$ 91
Tax Effect				
Net Annual Asbestos Remeasurement	$ —	$ 79	$ 118	$ 16
Net Asbestos Provision	5	11	20	19
Total Net Asbestos Expense	$ 5	$ 90	$ 138	$ 35
After-Tax Effect				
Net Annual Asbestos Remeasurement	$ —	$ 131	$ 212	$ 25
Net Asbestos Provision	9	17	35	31
Total Net Asbestos Expense	$ 9	$ 148	$ 247	$ 56

Notes:

(a) Effect of annual asbestos reassessment.

(b) 2008 reflects the adjustment related to pending claims. 2009, 2010 and the nine months ended September 30, 2011 reflect the effect of maintaining rolling 10 year net asbestos liability.