

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

( ) Check this box if no longer subject to Section 16.  
 Form 4 or Form 5 obligations may continue. See Instructions 1(b).

1. Name and Address of Reporting Person  
 Maffeo, Vincent A.  
 ITT Industries, Inc.  
 4 West Red Oak Lane  
 White Plains, NY 10604
2. Issuer Name and Ticker or Trading Symbol  
 ITT Industries, Inc.  
 ITT
3. IRS or Social Security Number of Reporting Person (Voluntary)
4. Statement for Month/Year  
 1/18/02
5. If Amendment, Date of Original (Month/Year)
6. Relationship of Reporting Person(s) to Issuer (Check all applicable)  
 ( ) Director ( ) 10% Owner (X) Officer (give title below) ( ) Other  
 (specify below)  
 Senior Vice President and General Counsel
7. Individual or Joint/Group Filing (Check Applicable Line)  
 (X) Form filed by One Reporting Person  
 ( ) Form filed by More than One Reporting Person

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

1. Title of Security	2. Transaction Date	3. Transaction Code	4. Securities Acquired (A) or Disposed of (D) Amount	A/ D	Price	5. Amount of Securities Beneficially Owned at End of Month	6. Direct (D) or Indirect (I)	7. Nature of Indirect Beneficial Ownership
Common Stock						8,436	D	
Common Stock (DRIP) (1)						2,862	D	
Common Stock (ISP) (2)						13,300	I	In Trust
Common Stock	1/7/02	M	40,000	A	\$25.38			
Common Stock	1/7/02	S	30,000	D	\$51.00			
Common Stock	1/7/02	S	10,000	D	\$51.10	- 0 -		
Common Stock	1/9/02	M	1,200	A	\$25.38			
Common Stock	1/9/02	S	1,200	D	\$51.00	- 0 -		

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

1. Title of Derivative Security	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date	4. Transaction Code	5. Number of Derivative Securities Acquired (A) or Disposed of (D) Amount	6. Date Exercisable and Expiration Date Date/Date	7. Title and Amount of Underlying Securities Title and Number of Shares	8. Price of Derivative Security	9. Number of Derivative Securities Beneficially Owned at End of Month	10. Direct (D) or Indirect (I)	11. Nature of Indirect Beneficial Ownership
Employee Stock Option (Right to Buy) (3)	\$25.38	1/7/02	M	40,000	D 9/15/97 3/14/06	Common Stock 40,000				
Employee Stock Option (Right to Buy) (3)	\$25.38	1/9/02	M	1,200	D 9/15/97 3/14/06	Common Stock 1,200		8,800	D	

Explanation of Responses:  
 (1) Shares held under the Direct Purchase, Sale & Dividend Reinvestment Plan reflecting accumulations through January 17, 2002.  
 (2) Shares held under the ITT Industries Investment and Savings Plan reflecting accumulations through January 17, 2002.

SIGNATURE OF REPORTING PERSON  
 VINCENT A. MAFFEO  
 DATE  
 1/18/02