

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 Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL	
OMB Number:	3235-0287
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1. Name and Address of Reporting Person * <u>Pagano Robert J Jr</u> (Last) (First) (Middle) <u>C/O ITT CORP, 1133 WESTCHESTER AVE</u> (Street) <u>WHITE PLAINS NY 10604</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>ITT Corp [ITT]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>SVP & Pres., Indust. Process</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>05/02/2014</u>	
		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person

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

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	05/02/2014		M		25,171	A	\$19.965	89,418	D	
Common Stock	05/02/2014		S		25,171	D	\$44.2469 ⁽¹⁾	64,247	D	
Common Stock	05/02/2014		M		28,819	A	\$20.28	93,066	D	
Common Stock	05/02/2014		S		28,819	D	\$44.1079 ⁽²⁾	64,247	D	
Common Stock	05/02/2014		M		33,851	A	\$12.3881	98,098	D	
Common Stock	05/02/2014		S		33,851	D	\$44.2469 ⁽³⁾	64,247	D	
Common Stock	05/02/2014		M		24,809	A	\$21.5289	89,056	D	
Common Stock	05/02/2014		S		24,809	D	\$44.2395 ⁽⁴⁾	64,247	D	
Common Stock								3,709.4861 ⁽⁵⁾	I	By 401(k) plan

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Employee Stock Option (right to buy)	\$19.965	05/02/2014		M		25,171		(6)	03/05/2020	Common Stock	25,171	\$0.00	0	D	
Employee Stock Option (right to buy)	\$20.28	05/02/2014		M		28,819		(7)	11/07/2021	Common Stock	28,819	\$0.00	14,409	D	
Employee Stock Option (right to buy)	\$12.3881	05/02/2014		M		33,851		(8)	03/05/2016	Common Stock	33,851	\$0.00	0	D	
Employee Stock Option (right to buy)	\$21.5289	05/02/2014		M		24,809		(9)	03/03/2021	Common Stock	24,809	\$0.00	0	D	

Explanation of Responses:

1. This price represents the approximate weighted average price per share of common stock (each, a "Share") of ITT Corporation (the "Issuer"), of sales that were executed at prices ranging from \$43.95 to \$44.54 per Share. The Reporting Person undertakes to provide, upon request by the Securities and Exchange Commission staff, the Issuer or a security holder of the Issuer, full information regarding the number of Shares sold at each price.

2. This price represents the approximate weighted average price per share of common stock (each, a "Share") of ITT Corporation (the "Issuer"), of sales that were executed at prices ranging from \$44.01 to \$44.24 per Share. The Reporting Person undertakes to provide, upon request by the Securities and Exchange Commission staff, the Issuer or a security holder of the Issuer, full information regarding the number of Shares sold at each price.
3. This price represents the approximate weighted average price per share of common stock (each, a "Share") of ITT Corporation (the "Issuer"), of sales that were executed at prices ranging from \$43.95 to \$44.54 per Share. The Reporting Person undertakes to provide, upon request by the Securities and Exchange Commission staff, the Issuer or a security holder of the Issuer, full information regarding the number of Shares sold at each price.
4. This price represents the approximate weighted average price per share of common stock (each, a "Share") of ITT Corporation (the "Issuer"), of sales that were executed at prices ranging from \$44.05 to 44.37 per Share. The Reporting Person undertakes to provide, upon request by the Securities and Exchange Commission staff, the Issuer or a security holder of the Issuer, full information regarding the number of Shares sold at each price.
5. As of May 5, 2014.
6. These options are fully vested and exercisable.
7. These options began to vest in three equal annual installments beginning on November 7, 2012. The remaining 14,409 options will become exercisable on November 7, 2014.
8. These options are fully vested and exercisable.
9. These options are fully vested and exercisable.

Remarks:

/s/ Lori B. Marino, Secretary of
ITT Corporation, by power of
attorney for Robert J. Pagano,
Jr. 05/05/2014

** Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.