

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  
 Araskog, Rand V.  
 125 Worth Avenue - Suite 300  
 Palm Beach, FL 33480
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  
 5/14/02
5. If Amendment, Date of Original (Month/Year)
6. Relationship of Reporting Person(s) to Issuer (Check all applicable)  
 (X) Director ( ) 10% Owner ( ) Officer (give title below) ( ) Other  
 (specify below)
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)		5. Amount of Securities Beneficially Owned at End of Month	6. Direct (D) or Indirect (I)	7. Nature of Indirect Beneficial Ownership	
			Amount	A/D Price				
Common Stock (RS) (1)	5/7/02	A	V	721	A \$69.32	8,886	D	
Common Stock (DRIP) (2)						475	D	
Common Stock						200,808	D	

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)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities	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
				Amount	A/D	Exercisable Date	Expiration Date					
Stock Option (Right to Buy) (3)	\$69.11	5/7/02	A	V	1,780	A	(3) 5/9/12	Common Stock	1,780	1,780	D	

Explanation of Responses:

- (1) Shares granted in lieu of annual retainer fee pursuant to the ITT Industries, Inc. 1996 Restricted Stock Plan for Non-Employee Directors.
- (2) Shares held under the ITT Industries Direct Purchase, Sale & Dividend Reinvestment Plan reflecting accumulations through May 10, 2002.
- (3) Options awarded pursuant to the 2002 ITT Industries Stock Option Plan for Non-Employee Directors exercisable the earlier of 1/3 each on May 7, 2003, May 7, 2004, and May 7, 2005, or after the NYSE closing price remains at least \$86.39 for ten consecutive trading days.

SIGNATURE OF REPORTING PERSON

RAND V. ARASKOG

DATE

5/14/02