

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>DRIESSE HENRY J</u> (Last) (First) (Middle) 4 WEST RED OAK LANE (Street) WHITE PLAINS NY 10604 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>ITT INDUSTRIES INC [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>Senior Vice President</u>
	3. Date of Earliest Transaction (Month/Day/Year) 03/30/2006	
		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> 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 (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 ⁽¹⁾	03/30/2006		M		24,000	A	\$16.66	61,330.6666	D	
Common Stock ⁽¹⁾	03/30/2006		M		50,000	A	\$18.44	111,330.6666	D	
Common Stock ⁽¹⁾	03/30/2006		S		74,000	D	\$58	37,330.6666 ⁽²⁾	D	
Common Stock								19,265.8596 ⁽³⁾	I	401K 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) ⁽⁴⁾	\$16.66	03/30/2006		M			24,000	(5)	01/05/2010	Common Stock	24,000	\$0.00	0	D	
Employee Stock Option (Right to Buy) ⁽⁴⁾	\$18.44	03/30/2006		M			50,000	(6)	01/04/2011	Common Stock	50,000	\$0.00	0	D	

Explanation of Responses:

- All numbers adjusted to reflect 2-for-1 common stock split, effective February 21, 2006, the distribution date.
- Includes 10,670 shares owned by Mr. Driesse directly, 971.6666 shares owned by the reporting person and acquired through the Direct Purchase Sale & Dividend Reinvestment Plan, reflecting accumulations through 3/30/2006 and 25,689 shares of restricted stock, of which 5,689 were awarded March 6, 2006 under the ITT Industries, Inc. 2003 Equity Incentive Plan. The 5,689 shares awarded March 6, 2006 are subject to a three-year restriction.
- As of March 30, 2006
- Number of options and exercise price of options adjusted to reflect 2-for-1 common stock split, effective February 21, 2006, the distribution date.
- Options granted under the 1994 ITT Industries, Inc. Incentive Stock Plan. Options vested and exercisable upon 25% appreciation in stock price over option exercise price or 1/3 annual installments on the first, second and third anniversary of the date of the grant, whichever is earlier. Option under this award became fully exercisable on 5/1/2001.
- Options granted under the 1994 ITT Industries, Inc. Incentive Stock Plan. Options vested and exercisable upon 25% appreciation in stock price over option exercise price or 1/3 annual installments on the first, second and third anniversary of the date of the grant, whichever is earlier. Option under this award became fully exercisable on 5/31/2001.

Remarks:

/s/Kathleen S. Stolar, Secretary
of ITT Industries, Inc. by
power of attorney for Henry J. Driesse
04/03/2006

** 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.

