

**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES**

OMB APPROVAL	
OMB Number:	3235-0104
Estimated average burden hours per response:	0.5

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

1. Name and Address of Reporting Person* <u>Hill Nicholas P</u>  (Last) (First) (Middle) ITT INDUSTRIES, INC. 4 WEST RED OAK LANE  (Street) WHITE NY 10604 PLAINS  (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 05/11/2004	3. Issuer Name and Ticker or Trading Symbol <u>ITT INDUSTRIES INC [ ITT ]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) Vice President	5. If Amendment, Date of Original Filed (Month/Day/Year)  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 Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	2,118	D	

**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date				
Stock Option (Right to Buy)	(1)	03/14/2006	Common Stock	3,900	25.38	D
Stock Option (Right to Buy)	(2)	01/06/2009	Common Stock	7,500	39.56	D
Stock Option (Right to Buy)	(3)	01/04/2012	Common Stock	10,500	50.65	D
Stock Option (Right to Buy)	(4)	01/04/2013	Common Stock	7,000	61.82	D
Stock Option (Right to Buy)	(5)	02/02/2014	Common Stock	7,000	74.92	D
Stock Option (Right to Buy)	(5)	05/10/2014	Common Stock	5,000	76.33	D

**Explanation of Responses:**

- Options granted under the 1994 ITT Industries Incentive Stock Plan exercisable upon the earlier of 1/3 on the first anniversary date; 1/3 on the second anniversary date and 1/3 on the third anniversary date or a 25% increase in the closing price above the option price on the NYSE for 10 consecutive trading days. Options under this award became exercisable on 09/16/1997.
- Options granted under the 1994 ITT Industries Incentive Stock Plan exercisable upon the earlier of 1/3 on the first anniversary date; 1/3 on the second anniversary date and 1/3 on the third anniversary date or a 25% increase in the closing price above the option price on the NYSE for 10 consecutive trading days. Options under this award became exercisable on 01/07/2002.
- Options granted under the 1994 ITT Industries Incentive Stock Plan exercisable upon the earlier of 1/3 on the first anniversary date; 1/3 on the second anniversary date and 1/3 on the third anniversary date or a 25% increase in the closing price above the option price on the NYSE for 10 consecutive trading days. Options under this award became exercisable on 04/18/2002.
- Options granted under the 1994 ITT Industries Incentive Stock Plan exercisable upon the earlier of 1/3 on the first anniversary date; 1/3 on the second anniversary date and 1/3 on the third anniversary date or a 25% increase in the closing price above the option price on the NYSE for 10 consecutive trading days. Options under this award became exercisable on 05/05/2004.
- Options granted under the ITT Industries, Inc. 2003 Equity Incentive Plan exercisable upon the earlier of a 25% appreciation in stock price over the option exercise price, sustained for ten consecutive trading days, or in one-third cumulative annual installments after the first, second and third anniversaries of the date of grant.

**Remarks:**

/s/Kathleen S. Stolar, Secretary of ITT Industries, Inc. by power of attorney for Nicholas P. Hill, Vice President of ITT Industries, Inc. 05/13/2004

\*\* 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 5 (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.