
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549**

FORM 8-K

**CURRENT REPORT
Pursuant to Section 13 or 15(d)
of the Securities Exchange Act of 1934**

**Date of Report: May 20, 2014
(Date of earliest event reported)**

ITT CORPORATION
(Exact name of registrant as specified in its charter)

Indiana
(State or other jurisdiction
of incorporation)

1-5672
(Commission
File Number)

13-5158950
(I.R.S. Employer
Identification No.)

**1133 Westchester Avenue
White Plains, New York**
(Address of principal executive offices)

10604
(Zip Code)

(914) 641-2000
Registrant's telephone number, including area code:

Not Applicable
Former name or former address, if changed since last report

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

Item 5.07 Submission of Matters to a Vote of Security Holders.

On May 20, 2014, ITT Corporation (the “Company” or “ITT”) held its annual meeting of shareholders (the “Annual Meeting”). The following votes were taken at the Annual Meeting.

1. At the Annual Meeting, the persons whose names are set forth below were elected as directors, constituting the entire Board of Directors. Relevant voting information for each person follows:

	<u>Votes For</u>	<u>Votes Against</u>	<u>Abstentions</u>	<u>Broker Non-Votes</u>
Orlando D. Ashford	75,489,811	129,116	158,308	6,951,175
G. Peter D’Aloia	75,474,624	144,000	158,611	6,951,175
Donald DeFosset, Jr.	75,349,632	269,204	158,399	6,951,175
Christina A. Gold	74,476,259	1,150,111	150,865	6,951,175
Richard P. Lavin	72,853,298	2,764,435	159,502	6,951,175
Frank T. MacInnis	73,080,087	2,537,091	160,057	6,951,175
Rebecca A. McDonald	75,347,858	276,595	152,782	6,951,175
Denise L. Ramos	75,534,239	129,070	113,926	6,951,175
Donald J. Stebbins	75,385,799	232,187	159,249	6,951,175

On April 30, 2014, Superior Industries International, Inc. (“Superior Industries”), a publicly traded company, announced that Donald J. Stebbins was appointed its President and Chief Executive Officer, as well as named a director, effective May 5, 2014.

Pursuant to ITT Corporation’s Corporate Governance Principles, Mr. Stebbins tendered his resignation on May 19, 2014 to the chairperson of ITT’s Nominating and Governance Committee for consideration. On May 20, 2014, after discussions with Mr. Stebbins and careful consideration by ITT’s Nominating and Governance Committee, as well as discussions with Mr. Stebbins regarding his requirements at Superior Industries and limitations on his outside board service, the ITT Board of Directors regrettably accepted the resignation of Mr. Stebbins as a director of ITT, effective immediately. ITT thanks Mr. Stebbins for his service and wishes him success in his new endeavor.

2. Ratification of Appointment of the Independent Registered Public Accounting Firm. The appointment of Deloitte & Touche LLP as the Company’s independent registered public accounting firm for 2014 was ratified by a vote of 81,238,158 shares voting for the proposal, 1,345,539 shares voting against the proposal and 144,713 shares abstaining from the vote on the proposal.

3. Advisory Vote on 2013 Named Executive Officer Compensation. The proposal for approval, in a non-binding vote, of the 2013 compensation of the Company’s named executive officers was approved by a vote of 72,183,835 shares voting for the proposal, 1,648,717 shares voting against the proposal, 1,944,683 shares abstaining from the vote on the proposal and 6,951,175 broker non-votes.

4. Shareholder Proposal Regarding Executive Stock Retention Requirements. The shareholder proposal regarding executive stock retention requirements was not approved by a vote of 23,480,935 shares voting for the proposal, 51,883,377 shares voting against the proposal, 412,923 shares abstaining from the vote on the proposal and 6,951,175 broker non-votes.

There were no other matters presented for a vote at the Annual Meeting.

Item 8.01 Other Events.

The Company issued a press release on May 21, 2014 announcing the appointment of Aris C. Chicles as Executive Vice President and President, Industrial Process. A copy of the press release is attached as Exhibit 99.1 and is incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release issued by ITT Corporation, dated May 21, 2014

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

ITT CORPORATION
(Registrant)

May 21, 2014

By: /s/ Mary E. Gustafsson

Name: Mary E. Gustafsson

Title: Senior Vice President & General Counsel
(Authorized Officer of Registrant)

**ITT Corporation**

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Press Release**For Immediate Release****Investors:****Melissa Trombetta**

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kathleen.bark@itt.com**ITT Names Aris Chicles President of Industrial Process Business***Chicles brings strong track record in highly engineered industrial manufacturing*

WHITE PLAINS, N.Y., May 21, 2014 – ITT Corporation (NYSE: ITT) announced today that it has named Executive Vice President Aris Chicles as president of its Industrial Process business. Chicles will report to CEO and President Denise Ramos.

In this role, Chicles will be responsible for executing the strategic and operating plans of ITT's Industrial Process business, a global manufacturer of industrial pumps and valves for the oil and gas, chemical, mining and industrial markets. The business employs approximately 3,500 people globally and had 2013 revenues of more than \$1.1 billion.

"Aris brings a unique set of capabilities to this role that will help us continue to enhance our capabilities and grow this business globally," Ramos said. "He is a proven business and people leader with a strong executional track record in highly engineered industrial manufacturing, and he has been deeply involved in the development of our successful strategy for Industrial Process. This combination of operational savvy and strategic know-how and flexibility will enable him to successfully lead Industrial Process and drive the creation of additional value for customers and shareowners."

Chicles, 52, joined ITT in 2006 from American Standard Inc., where he was vice president of Corporate Business Development. Prior to this position, he had a 17-year career with Owens Corning in a series of progressively responsible operational positions, rising to head of Corporate Development and Strategy.

He has a Bachelor of Science in business administration from Miami University of Ohio, and received his M.B.A. from the Wharton School of the University of Pennsylvania.



ITT's Industrial Process business is a global manufacturer of industrial pumps, valves, monitoring and control systems, and aftermarket services for the biopharmaceutical, food and beverage, chemical, oil and gas, mining, pulp and paper, power and general industrial markets through leading brands including Goulds Pumps, Bornemann, PRO Services, Engineered Valves, C'treat and ProCast.

About ITT

ITT is a diversified leading manufacturer of highly engineered critical components and customized technology solutions for the energy, transportation and industrial markets. Building on its heritage of innovation, ITT partners with its customers to deliver enduring solutions to the key industries that underpin our modern way of life. Founded in 1920, ITT is headquartered in White Plains, N.Y., with employees in more than 35 countries and sales in a total of approximately 125 countries. The company generated 2013 revenues of \$2.5 billion. For more information, visit www.itt.com.

Safe Harbor Statement

This press release contains "forward-looking statements" intended to qualify for the safe harbor from liability established by the Private Securities Litigation Reform Act of 1995 (the "Act"). No forward-looking statement can be guaranteed, and actual results may differ materially from those projected. All forward-looking statements included in this presentation are based on information available to us on the date hereof, and we undertake no obligation to publicly update any forward-looking statement, whether as a result of new information, future events or otherwise. The forward-looking statements are not historical facts, but rather are based on current expectations, estimates, assumptions and projections about the business and future financial results of the industry in which we operate, and other legal, regulatory and economic developments. These forward-looking statements include, but are not limited to, future strategic plans and other statements that describe the company's business strategy, outlook, objectives, plans, intentions or goals, and any discussion of future operating or financial performance.

We use words such as "anticipate," "estimate," "expect," "project," "intend," "plan," "believe," "target," "future," "may," "will," "could," "should," "potential," "continue," "guidance" and other similar expressions to identify such forward-looking statements. Forward-looking statements are uncertain and to some extent unpredictable, and involve known and unknown risks, uncertainties and other important factors that could cause actual results to differ materially from those expressed or implied in, or reasonably inferred from, such forward-looking statements.

Forward-looking statements in this press release should be evaluated together with the risks and uncertainties that affect our business, particularly those mentioned in the Risk Factors section of the Company's Annual Report on Form 10-K, Quarterly Reports on Form 10-Q and other documents filed from time to time with the Securities and Exchange Commission.

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