SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

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(Last) (First) (Middle)			2. Issuer Name and Ticker or Trading Symbol <u>ITT Inc.</u> [ITT]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) X Director 10% Owner				
			3. Date of Earliest Transaction (Month/Day/Year) 03/04/2022	X	Officer (give title below) President and	Other (specify below)		
(Street) WHITE PLAINS (City)	NY (State)	10604 (Zip)	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Indiv Line) X	idual or Joint/Group Fil Form filed by One Re Form filed by More th Person	porting 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)			4. Securities Disposed Of (5)			5. Amount of Securities Beneficially Owned Following Reported	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	Transaction(s) (Instr. 3 and 4)		(1130.4)
Common Stock	03/04/2022		A		43,356 ⁽¹⁾	A	\$0.00	149,349	D	
Common Stock	03/04/2022		F		25,164 ⁽²⁾	D	\$81.61	124,185	D	
Common Stock	03/04/2022		F		12,391 ⁽³⁾	D	\$81.61	111,794	D	
Common Stock	03/04/2022		A		22 , 535 ⁽⁴⁾	A	\$0.00	134,329	D	

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)	rative Conversion Date rity or Exercise (Month/Day/Year)				Transaction Code (Instr. 8)		mber rities iired r osed) r. 3, 4 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)	11. Nature of Indirect Beneficial Ownership (Instr. 4)		
						Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			

Explanation of Responses:

1. Acquired upon the settlement of performance units granted on March 4, 2019 under the ITT Inc. 2011 Omnibus Incentive Plan (the "Plan") as a result of the satisfaction of the performance criteria underlying the award.

2. Reflects the withholding of shares of common stock to pay the tax liability incident to the settlement of performance units on March 4, 2022, as described in footnote (1) above. The number of shares withheld was determined on March 4, 2022 based on the average of the high/low price of the issuer's common stock on March 4, 2022.

3. Reflects the withholding of shares of common stock to pay the tax liability incident to the vesting on March 4, 2022 of restricted stock units granted under the Plan. The number of shares withheld was determined on March 4, 2022 based on the average of the high/low price of the issuer's common stock on March 4, 2022.

4. Reflects an award of restricted stock units, all of which are scheduled to vest on March 4, 2025.

Remarks:

<u>/s/ Mary Elizabeth Gustafsson,</u> <u>General Counsel of ITT Inc.,</u> <u>by Power of Attorney for Luca</u> <u>O3/08/2022</u> Savi

** 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.