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(h)

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

	OMB APPROVAL									
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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* REICHELDERFER BRENDA						2. Issuer Name and Ticker or Trading Symbol ITT INDUSTRIES INC [ITT]								5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner Officer (give title Other (specify				
(Last) (First) (Middle) 4 WEST RED OAK LANE						3. Date of Earliest Transaction (Month/Day/Year) 03/08/2005								helow)		ce Pre	below)	
(Street) WHITE PLAINS NY 10604 (City) (State) (Zip)					4. If Amendment, Date of Original Filed (Month/Day/Year) 03/10/2005								Individual or Joint/Group Filing (Check Applicable Line) Y Form filed by One Reporting Person Form filed by More than One Reporting Person					
		Tab	le I - Nor	n-Deriv	vativ	e Se	curities	s Ac	quired, D	isp	osed o	f, or Be	neficial	y Owned				
1. Title of Security (Instr. 3) 2. Transac Date (Month/Date)					ction 2A. Deemed Execution Date,			Code (Ins				ed (A) or tr. 3, 4 and	5. Amount of Securities Beneficially Owned Following		6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		7. Nature of Indirect Beneficial Ownership	
								Code V		Amount	(A) or (D)	Price	Reported Transact (Instr. 3	tion(s)			(Instr. 4)	
	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 I if any (Month/Day	Date,	4. Transa Code (I 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exer Expiration D (Month/Day/	ate		le and 7. Title and Am of Securities Underlying Derivative Secu (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number derivative Securities Beneficiall Owned Following Reported Transactio (Instr. 4)	Owner Form: Direct or Indi (I) (Inst	Ownership	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code V (A)		(D)	Date Exercisable		kpiration ate	Title	Amount or Number of Shares							
Employee Stock Option (Right to	\$90.94 ⁽¹⁾	03/08/2005			A		16,920		(2)	03	3/08/2012	Common Stock	16,920	(3)	16,920	0	D	

Explanation of Responses:

- 1. The purpose of this amendment is to change the Conversion or Exercise Price of Derivative Security which was mistakenly reported as "\$90.76" in the Original Form 4.
- 2. Options granted under the ITT Industries, Inc. 2003 Equity Incentive Plan. Options will vest upon a 25% appreciation in stock price over the exercise price for ten (10) consecutive trading days. They may not be exercised, in any event, earlier than three years from the date of grant. If the option threshold is not achieved, options may be exercised six years from the grant date. The option term is seven years.
- 3. Price is not applicable.

Remarks:

/s/Kathleen S. Stolar, Secretary of ITT Industries, Inc. by power of attorney for Brenda L. 03/14

03/14/2005

Reichelderfer

** 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.