SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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

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)
(Last) (First) (Middle) 4 WEST RED OAK LANE	3. Date of Earliest Transaction (Month/Day/Year) 03/08/2005	Director 10% Owner X Officer (give title below) Other (specify below) **Senior Vice President**
(Street) WHITE PLAINS NY 10604 (City) (State) (Zip)	4. If Amendment, Date of Original Filed (Month/Day/Year) 03/10/2005	6. Individual or Joint/Group Filing (Check Applicable Line) X 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			

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	Amount or Number of Shares				
Employee Stock Option (Right to Buy)	$90.94[1]	03/08/2005		A		16,920		[2]	03/08/2012	Common Stock	16,920	[3]	16,920	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. Reichelderfer   03/14/2005

** Signature of Reporting Person   Date