

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

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>LORANGER STEVEN R</u>  (Last) (First) (Middle) <u>ITT INDUSTRIES, INC.</u> <u>4 WEST RED OAK LANE</u>  (Street) <u>WHITE PLAINS CT</u> <u>10604</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>ITT INDUSTRIES INC [ ITT ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>President and Chief Executive</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>06/28/2004</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

**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
Employee stock option (right to buy)	\$83.03	06/28/2004		A		125,000		(1)	06/28/2014	common stock	125,000	(2)	125,000	D	
Restricted Stock Units	(3)	06/28/2004		A		125,000		(3)	(3)	Common stock	125,000	(2)	125,000	D	

**Explanation of Responses:**

- Options granted under the ITT Industries, Inc. 2003 Equity Incentive Plan. The options vest 1/3 after the third anniversary of the date of grant, 1/3 after the fourth anniversary of the date of grant, and 1/3 after the sixth anniversary of the date of grant.
- Price is not applicable
- Restricted stock units of common stock granted under the ITT Industries, Inc. 2003 Equity Incentive Plan. Restricted stock units of common stock vest 1/3 after the third anniversary of the date of grant, 1/3 after the fourth anniversary of the date of grant and 1/3 third after the sixth anniversary of the date of grant. Upon vesting one-half of the shares vesting on each applicable anniversary date are delivered on the anniversary date and one-half of the shares vesting on each applicable anniversary date will be deferred until Mr. Loranger's termination of employment with the Company subject to certain conditions.

**Remarks:**

Kathleen S. Stolar, Secretary to  
ITT Industries, Inc. under  
power of attorney granted by  
Steven R. Loranger  
 \*\* Signature of Reporting Person Date

06/29/2004

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.