

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

OMB APPROVAL	
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1. Name and Address of Reporting Person* <u>Savi Luca</u>			2. Issuer Name and Ticker or Trading Symbol <u>ITT Corp [ITT]</u>		5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> 10% Owner <input type="checkbox"/> Other (specify below) See Remarks
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>03/05/2016</u>		
C/O ITT CORP. 1133 WESTCHESTER AVENUE			4. If Amendment, Date of Original Filed (Month/Day/Year)		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
(Street) <u>WHITE PLAINS NY 10604</u>					
(City)	(State)	(Zip)			

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			
Common Stock	03/05/2016		A		8,844	A	(1)	43,740	D	
Common Stock	03/08/2016		D		3,531 ⁽²⁾	D	\$37.21	40,209	D	
Common Stock	03/08/2016		F		4,169 ⁽³⁾	D	\$37.21	36,040	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)	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)		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)					

Explanation of Responses:

1. Awarded upon the settlement of performance units granted on March 5, 2013 under the ITT Corporation 2011 Omnibus Incentive Plan as a result of the satisfaction of the performance criteria underlying the award.
2. Reflects the cash settlement following vesting on March 5, 2016 of an equal number of restricted stock units granted under the ITT Corporation 2011 Omnibus Incentive Plan on March 5, 2013. Each restricted stock unit represented the right to receive on the vesting date either one share of the Issuer's common stock or cash equal to the fair market value on the vesting date of one share of the Issuer's common stock. The cash settlement amount was determined on March 8, 2016 based on the average of the high/low price of the Issuer's common stock on March 7, 2016.
3. Reflects the withholding of shares of common stock to pay the tax liability incident to the settlement of performance units on March 5, 2016, as described in footnote (1) above. The number of shares withheld was determined on March 8, 2016 based on the average of the high/low price of the Issuer's common stock on March 7, 2016.

Remarks:

EVP & President, Motion Technologies

/s/ Lori B. Marino, Secretary of
ITT Corporation, by Power of 03/08/2016
Attorney for Luca 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.