FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL								
OMB Number:	3235-0287							
Estimated average burden								

0.5

hours per response:

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>HAKE RALPH F</u>					2. Issuer Name and Ticker or Trading Symbol ITT CORP [ITT]													lssuer Owner
(Last) (First) (Middle) 1133 WESTCHESTER AVENUE					3. Date of Earliest Transaction (Month/Day/Year) 05/12/2009													(specify /)
		4. If	4. If Amendment, Date of Original Filed (Month/Day/Year)										rividual or Joint/Group Filing (Check Applicable Form filed by One Reporting Person Form filed by More than One Reporting Person					
(51			n-Deriv	ative	Sec	uritie	e Aco	uired	Disi	nosed o	f or	Ren	efici	ally (Dwne	74		
1. Title of Security (Instr. 3) 2. Transa Date			action	2A. Deemed Execution Date,			3. 4. Secondary Transaction Code (Instr. 5)			curities Acquired (A) o			or 5. Amo 4 and Securi Benefi Owned		ount of ties cially I Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership	
								Code	v	Amount (A) or (D)		Pric	. 1	Transaction((Instr. 4)	
Common Stock 05/1			05/12	2/2009	2009			A		2,195 A S		\$0	.00	11,147		D		
Common Stock														3,400		I	Hake Family Trust	
	Та														/ned			
Conversion or Exercise (Month/Day/Year) Execution Date, if any		Transa Code (I	ction of I			Expiratio	and 4)			Deriv Secu	rivative curity str. 5)	derivative Securities Beneficially Owned Following Reported	Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)				
	(Final Conversion or Exercise Price of Derivative (Final Conversion or Exercise Price	RALPH F (First) (CESTCHESTER AVENUE NY (State) (CESTCHESTER AVENUE NY (State) (CESTCHESTER AVENUE (State) (CESTCHESTER AVENUE Table Security (Instr. 3) Stock Table Conversion or Exercise Price of Date (Month/Day/Year) Price of Derivative (Month/Day/Year)	RALPH F (First) (Middle) ESTCHESTER AVENUE NY 10604 (State) (Zip) Table I - Note	RALPH F (First) (Middle) ESTCHESTER AVENUE NY 10604 (State) (Zip) Table I - Non-Deriv Security (Instr. 3) 2. Trans Date (Month/It) Stock 05/12 Stock 12. Table II - Derivat (e.g., pto 1) Conversion or Exercise Price of Derivative (Month/Day/Year) 2. Transaction Date (Month/Day/Year) (Month/Day/Year) 3A. Deemed Execution Date, if any (Month/Day/Year)	RALPH F (First) (Middle) 2. Transaction Date (Month/Day/Year) Stock Table II - Derivative Security (Instr. 3) Table II - Derivative Security (Month/Day/Year) Stock Table II - Derivative Security (Instr. 3) 2. 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If Amendment, Date of Original Filed (Month/Day/Year)	(Check all applications of the privative securities acquired, Disposed of, or Beneficially Owned (State) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned (Month/Day/Year) 2. transaction Date (Month/Day/Year) (Month/Day/Year) 2. transaction Date (Month/Day/Year) (Month/Day/Year) 2. transaction Date (Month/Day/Year) 2. transaction (Month/Day/Year) 3. transaction (Month/Day/Year) 4. Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) 3. transaction Date (Month/Day/Year) 3. transaction (Month/Day/Year) 3. transaction (Month/Day/Year) 4. Solve Exercisable and (Month/Day/Year) 5. Individual of Month/Day/Year) 6. Individual of Month/Day/Year) 7. Transaction (Month/Day/Year) 7. Transaction (Month/Day/Year) 7. Transaction (Mont	RALPH F (First) (Middle) (STCHESTER AVENUE 3. Date of Earliest Transaction (Month/Day/Year) (ST2/2009) 4. 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Transaction Date (e.g., puts, calls, warrants, options, convertible Securities) 3. Transaction Date (e.g., puts, calls, warrants, options, convertible Securities) 3. Transaction Date (e.g., puts, calls, warrants, options, convertible Securities) 4. Transaction Date (e.g., puts, calls, warrants, options, convertible Securities) 3. Transaction Date (e.g., puts, calls, warrants, options, convertible Securities) 4. Transaction Date (Month/Day/Year) 4. Transaction Date (Month/Day/Year) 5. Number of Securities Securi	RALPH F (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) 05/12/2009 4. If Amendment, Date of Original Filed (Month/Day/Year) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned Security (Instr. 3) 2. 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Transaction Date (p.g., puts, calls, warrants, options, convertible Securities) 4. Amount of Securities Conversion Date (p.g., puts, calls, warrants, options, convertible Securities) 4. Amount of Securities Conversion Date (p.g., puts, calls, warrants, options, convertible Securities) Derivative Securities (p.g., puts, calls, warrants, options, convertible Securities) Derivative Securities (p.g., puts, calls, warrants, options, convertible Securities) A A

Explanation of Responses:

Remarks:

/s/Kathleen S. Stolar, Secretary
of ITT Corporation, by power
of attorney for Ralph F. Hake

** 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.