

**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	
OMB Number:	3235-0287
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1. Name and Address of Reporting Person* <b>MAFFEO VINCENT A</b>  (Last) (First) (Middle) <b>ITT INDUSTRIES, INC.</b> <b>4 WEST RED OAK LANE</b>  (Street) <b>WHITE PLAINS NY 10604</b>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <b>ITT INDUSTRIES INC [ ITT ]</b>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <b>SVP, General Counsel</b>
	3. Date of Earliest Transaction (Month/Day/Year) <b>03/15/2006</b>	
		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

**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 <sup>(1)</sup>	03/15/2006		M		13,200	A	\$30.91	47,305.07	D	
Common Stock <sup>(1)</sup>	03/15/2006		M		32,000	A	\$37.46	79,305.07	D	
Common Stock <sup>(1)</sup>	03/15/2006		S		38,100	D	\$53.75	41,205.07	D	
Common Stock <sup>(1)</sup>	03/15/2006		S		3,400	D	\$53.76	37,805.07	D	
Common Stock <sup>(1)</sup>	03/15/2006		S		1,100	D	\$53.8	36,705.06	D	
Common Stock <sup>(1)</sup>	03/15/2006		S		200	D	\$53.82	36,505.07	D	
Common Stock <sup>(1)</sup>	03/15/2006		S		400	D	\$53.84	36,105.07	D	
Common Stock <sup>(1)</sup>	03/15/2006		S		2,000	D	\$53.86	34,105.07 <sup>(2)</sup>	D	
Common Stock <sup>(1)</sup>								2,828.25 <sup>(3)</sup>	I	401K Plan

**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) <sup>(4)</sup>	\$30.91	03/15/2006		M			13,200	<sup>(5)</sup>	01/04/2013	Common Stock	13,200	\$0.00	0	D	
Employee Stock Option (Right to Buy) <sup>(4)</sup>	\$37.46	03/15/2006		M			32,000	<sup>(6)</sup>	02/02/2014	Common Stock	32,000	\$0.00	0	D	

**Explanation of Responses:**

- All numbers adjusted to reflect 2-for-1 common stock split, effective February 21, 2006, the distribution date.
- Includes 24,384 shares held directly, 5928.07 shares held in the Direct Purchase Sale and Dividend Reinvestment Plan reflecting accumulations through 2/28/2006 and 3,793 shares of restricted stock awarded on March 6, 2006 under the ITT Industries, Inc. 2003 Equity Incentive Plan. The 3,793 shares awarded on March 6, 2006 are subject to a three-year restriction.
- As of February 28, 2006.
- Number of options and exercise price of options adjusted to reflect 2-for-1 common stock split, effective February 21, 2006, the distribution date.
- Options granted under the 1994 ITT Industries, Inc. Incentive Stock Plan. Options vested and exercisable upon 25% appreciation in stock price over option exercise price or in 1/3 annual installments on the first, second and third anniversary of the date of the grant, whichever is earlier. Options under this award became fully exercisable on 05/05/2004.
- Options granted under the ITT Industries, Inc. 2003 Equity Incentive Plan. Options exercisable in full upon the earlier of 25% appreciation in stock price for ten consecutive trading days or nine years from the date of grant. Options under this award became fully exercisable on 6/23/2005.

**Remarks:**

/s/Kathleen S. Stolar, Secretary 03/17/2006

[of ITT Industries, Inc. by  
power of attorney for Vincent  
A. Maffeo](#)

\*\* 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.

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