

| OMB APPROVAL                                 |           |
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**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

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|--|--|--|
| 1. Name and Address of Reporting Person*<br><u>Ghirardo Carlo</u><br><br>(Last) (First) (Middle)<br>C/O ITT INC.<br>100 WASHINGTON BLVD., 6TH FLOOR<br><br>(Street)<br>STAMFORD CT 06902<br><br>(City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol<br><u>ITT INC. [ ITT ]</u> | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable)<br>Director 10% Owner<br><input checked="" type="checkbox"/> Officer (give title below) Other (specify below)<br><u>SVP &amp; Pres Motion Technologies</u> |
|  | 3. Date of Earliest Transaction (Month/Day/Year)<br><u>03/03/2023</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  |   |  |   |
| Common Stock                    | 03/03/2023                           |  | A                              |   | 1,495 <sup>(1)</sup>  | A          | \$0.00 | 18,149  | D  |   |
| Common Stock                    | 03/04/2023                           |  | A                              |   | 2,277 <sup>(2)</sup>  | A          | \$0.00 | 20,426  | D  |   |
| Common Stock                    | 03/04/2023                           |  | F                              |   | 1,074 <sup>(3)</sup>  | D          | \$93.1 | 19,352  | D  |   |
| Common Stock                    | 03/04/2023                           |  | F                              |   | 1,358 <sup>(4)</sup>  | D          | \$93.1 | 17,994 <sup>(5)</sup>   | 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) |   | 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 |   |  |  |   |  |

**Explanation of Responses:**

- Reflects an award of restricted stock units, all of which are scheduled to vest on March 3, 2026.
- Acquired upon the settlement of performance units granted on March 4, 2020 under the ITT Inc. 2011 Omnibus Incentive Plan (the "Plan") as a result of the satisfaction of the performance criteria underlying the award.
- Reflects the withholding of shares of common stock to pay the tax liability incident to the settlement of performance units on March 4, 2023, as described in footnote (2) above. The number of shares withheld was determined on March 6, 2023 based on the average of the high/low price of the issuer's common stock on March 6, 2023.
- Reflects the withholding of shares of common stock to pay the tax liability incident to the vesting on March 4, 2023 of restricted stock units granted under the Plan. The number of shares withheld was determined on March 6, 2023 based on the average of the high/low price of the issuer's common stock on March 6, 2023.
- Includes 149 shares under a dividend reinvestment plan.

**Remarks:**

/s/ Kristen Prohl, Deputy  
General Counsel of ITT Inc.; 03/07/2023  
by Power of Attorney for  
Carlo Ghirardo

\*\* 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.