

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 Instructions 1(b).

1. Name and Address of Reporting Person  
 Williams, Edward W.  
 ITT Industries, Inc.  
 4 West Red Oak Lane  
 White Plains, NY 10604
2. Issuer Name and Ticker or Trading Symbol  
 ITT Industries, Inc.  
 IIN
3. IRS or Social Security Number of Reporting Person (Voluntary)
4. Statement for Month/Year  
 2/4/00
5. If Amendment, Date of Original (Month/Year)
6. Relationship of Reporting Person(s) to Issuer (Check all applicable)  
 ( ) Director ( ) 10% Owner (X) Officer (give title below) ( ) Other  
 (specify below)  
 Vice President and Controller
7. Individual or Joint/Group Filing (Check Applicable Line)  
 (X) Form filed by One Reporting Person  
 ( ) Form filed by More than One Reporting Person

Table I -- Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security	2. Transaction Date	3. Transaction Code	4. Securities Acquired (A) or Disposed of (D) Amount	A/D	Price	5. Amount of Securities Beneficially Owned at End of Month	6. Direct (D) or Indirect (I)	7. Nature of Indirect Beneficial Ownership
Common Stock	12/31/99	A	V 822 (1)	A	(1)	1,779	D	
Common Stock (DRIP) (2)						83	D	
Common Stock (ISP) (3)						5,914	I	In Trust

Table II -- Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Derivative Security	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date	4. Transaction Code	5. Number of Derivative Securities Acquired (A) or Disposed of (D) Amount	A/D	6. Date Exercisable and Expiration Date Date Exercisable Date	7. Title and Amount of Underlying Securities Title and Number of Shares	8. Price of Derivative Security	9. Number of Derivative Securities Beneficially Owned at End of Month	10. Direct (D) or Indirect (I)	11. Nature of Indirect Beneficial Ownership
Stock Option (Right to Buy) (4)	\$33.31	1/3/00	A	V 16,000	A	(4) 1/5/10	Common Stock 16,000		16,000	D	

Explanation of Responses:

- (1) Shares awarded under the ITT Industries 1997 Long-Term Incentive Plan.
- (2) Shares held under the Direct Purchase, Sale & Dividend Reinvestment Plan reflecting accumulations through 1/31/00.
- (3) Shares held under the ITT Industries Investment and Savings Plan reflecting accumulations through 1/31/00.
- (4) Options granted under Rule 16b-3 Plan exercisable 1/3 on each of 1/3/01, 02 and 03 or after NYSE closing price remains at least \$41.64 for 10 consecutive trading days, whichever occurs first.

SIGNATURE OF REPORTING PERSON  
 EDWARD W. WILLIAMS  
 DATE  
 2/4/00