

AMENDMENT NO. 1

TO

FORM 8-B/A

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

REGISTRATION OF SECURITIES OF CERTAIN SUCCESSOR ISSUERS  
FILED PURSUANT TO SECTION 12(b) OR (g)  
OF THE SECURITIES EXCHANGE ACT OF 1934

ITT Industries, Inc.

-----  
(Exact name of registrant as specified in its charter)

Indiana

13-5158950

-----  
(State or other Jurisdiction  
of incorporation or  
organization)

-----  
(I.R.S. Employer  
Identification No.)

Four West Red Oak Lane, White Plains, NY 10604

-----  
(Address of principal executive offices)

-----  
(Zip Code)

Securities to be registered pursuant to Section 12(b) of the Act:

Title of each class to be so registered	Name of each exchange on which each class is to be registered
-----	-----
Common Stock	New York Stock Exchange, Inc. (also on Pacific Stock Exchange)
8 7/8% Senior Debentures	New York Stock Exchange, Inc.

Securities to be registered pursuant to Section 12(g) of the Act: None.

Item 1. General Information.

(a) ITT Industries, Inc. ("ITT Industries") was organized as a corporation under the laws of the State of Indiana on September 5, 1995 under the name "ITT Indiana, Inc."

(b) The fiscal year of the ITT Industries ends on December 31.

Item 2. Transaction of Succession.

(a) ITT Corporation, a Delaware corporation, was the predecessor corporation which had securities registered pursuant to Section 12(b) of the Securities Exchange Act of 1934 at the time of succession.

(b) The transaction of succession is summarized under the captions "Proxy Statement Summary--The Distribution" and "Proxy Statement Summary--The Reincorporation of ITT" and described in greater detail under the captions "The Distribution" and "The Reincorporation of ITT" in the ITT Corporation Notice of Special Meeting and Proxy Statement dated August 30, 1995 included herewith as Exhibit B (the "Proxy Statement") and such sections are incorporated herein by reference.

Item 3. Securities to be Registered.

(a) As to the shares of common stock, par value \$1.00 per share, of ITT Industries ("ITT Industries Common Stock") being registered, as of December 14, 1995, there were (i) 200,000,000 shares authorized, (ii) 116,967,739 shares issued and (iii) 28,180,269 shares issued which were held by or for the account of ITT Industries.

(b) As to the 8 7/8% Senior Debentures due June 15, 2003 (the "Senior Debentures") being registered, as of December 14, 1995, there were (i) \$1,438,000 in aggregate principal amount of the debentures authorized and issued and (ii) \$0 in aggregate principal amount of the debentures issued which were held by or for the account of ITT Industries.

Item 4. Description of Registrant's Securities to Be Registered.

(a) The information required by this Item 4 in respect of the ITT Industries Common Stock is set forth under the caption "Description of ITT Industries Capital Stock" of the Proxy Statement and such section is incorporated herein by reference.

(b) The information required by this Item 4 in respect of the Senior Debentures is set forth under the caption "Description of Debentures" of ITT Financial Corporation's ("ITT Financial") Prospectus dated June 22, 1978 contained in the Registration Statement of ITT Financial (Reg. No. 2-61822) and such section is incorporated herein by reference.

Item 5. Financial Statements and Exhibits.

(a) Pursuant to Instruction (a), no financial statements are required to be filed as part of this registration statement.

(b) The following documents are filed as exhibits hereto:

Exhibits Required by Form 8-B -----	Description -----
A	Agreement and Plan of Merger dated as of November 1, 1995 between ITT Corporation and ITT Indiana, Inc. *
B	ITT Corporation Notice of Special Meeting and Proxy Statement dated August 30, 1995 (filed with the Securities and Exchange Commission on September 21, 1995 and incorporated herein by reference) (File No. 1-5627) *

Exhibits Required by Form 10 -----	Description -----
3.1	Articles of Incorporation of ITT Indiana, Inc. *
3.2	By-laws of ITT Indiana, Inc. *
4.1	Specimen Common Share certificate *

Exhibits  
Required  
by Form 10  
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Description  
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4.2	Articles of Incorporation of ITT Indiana, Inc. (filed as Exhibit 3.1 hereto) *
4.3	By-laws of ITT Indiana, Inc. (filed as Exhibit 3.2 hereto) *
4.4	Rights Agreement dated as of November 1, 1995 between ITT Indiana, Inc. and The Bank of New York, as Rights Agent *
4.5	Form of Articles of Amendment Setting Forth the Designations, Voting Powers, Preferences and Relative, Participating, Optional and Other Special Rights and Qualifications, Limitations or Restrictions of Series A Participating Cumulative Preferred Stock of ITT Indiana, Inc. (attached as Exhibit A to the Rights Agreement filed as Exhibit 4.4 hereto) *
4.6	Form of Right Certificate (attached as Exhibit B to the Rights Agreement filed as Exhibit 4.4 hereto) *
4.7	Agreement to furnish instruments upon request by the Securities and Exchange Commission (incorporated by reference to ITT Corporation's Form 10-K for the fiscal year ended December 31, 1994) (File No. 1-5627) *
10.1	Distribution Agreement among ITT Corporation, ITT Destinations, Inc. and ITT Hartford Group, Inc. *
10.2	Intellectual Property License Agreement between and among ITT Corporation, ITT Destinations, Inc. and ITT Hartford Group, Inc. *
10.3	Form of Tax Allocation Agreement among ITT Corporation, ITT Destinations, Inc. and ITT Hartford Group, Inc. *
10.4	Trademark Assignment Agreement between ITT Corporation and ITT Destinations, Inc. *

Exhibits  
Required  
by Form 10  
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Description  
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|-------|---|
| 10.5  | License Assignment Agreement between ITT Corporation and ITT Destinations, Inc. *   |
| 10.6  | Trade Name and Service Mark License Agreement between ITT Corporation and ITT Hartford Group, Inc. *  |
| 10.7  | Employee Benefit Services and Liability Agreement among ITT Corporation, ITT Destinations, Inc. and ITT Hartford Group, Inc. *  |
| 10.8  | 364-Day Competitive Advance and Revolving Credit Facility Agreement dated as of November 10, 1995 among ITT Industries, Inc., the Lenders named therein, and Chemical Bank, as Administrative Agent *   |
| 10.9  | Five-Year Competitive Advance and Revolving Credit Facility Agreement dated as of November 10, 1995 among ITT Industries, Inc., the Lenders named therein and Chemical Bank, as Administrative Agent *  |
| 10.10 | Form of 1996 ITT Corporation Restricted Stock Plan for Non-Employee Directors (attached as Annex G to the ITT Corporation Notice of Special Meeting and Proxy Statement filed as Exhibit B hereto) *  |
| 10.11 | Form of indemnification agreement with members of the Board of Directors (incorporated by reference to ITT Corporation's Form SE dated March 28, 1988 (CIK No. 216228) relating to ITT Corporation's Form 10-K for the fiscal year ended December 31, 1987) (File No. 1-5627) * |
| 10.12 | ITT Corporation 1994 Incentive Stock Plan (incorporated by reference to ITT Corporation's Registration Statement on Form S-8) (Reg. No. 33-53771) *   |

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10.13	ITT Corporation 1986 Incentive Stock Plan (incorporated by reference to ITT Corporation's Registration Statement on Form S-8) (Reg. No. 33-5412) *
10.14	ITT Corporation 1977 Stock Option Incentive Plan (incorporated by reference to ITT Corporation's Registration Statement on Form S-8) (Reg. No. 33-5412) *
10.15	ITT Industries, Inc. Senior Executive Severance Pay Plan *
10.16	Form of D. Travis Engen employment agreement *
21	Subsidiaries of ITT Industries, Inc. *

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\* Previously filed

## SIGNATURE

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

ITT INDUSTRIES, INC.

By: /s/ Robert W. Beicke

-----  
Name: Robert W. Beicke  
Title: Vice President

Dated: February 5, 1996

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