SEC Form 4

**FORM 4**

☐ Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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[*] | 2. Issuer Name **and** Ticker or Trading Symbol | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) |
|---|---|---|
| MAFFEO VINCENT A | ITT CORP [ ITT ] | |

| (Last) (First) (Middle) | 3. Date of Earliest Transaction (Month/Day/Year) |
|---|---|
| 4 WEST RED OAK LANE | 03/07/2007 |

| | |
|---|---|
| (Street) | 4. If Amendment, Date of Original Filed (Month/Day/Year) |
| WHITE PLAINS NY 10604 | |
| (City) (State) (Zip) | |

5. Relationship of Reporting Person(s) to Issuer (Check all applicable)

| | | |
|---|---|---|
| | Director | 10% Owner |
| X | Officer (give title below) | Other (specify below) |
| | SVP, General Counsel | |

6. 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 (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 | 03/07/2007 | | A | | 3,671 | A | $0.00 | 37,825[(1)] | D | |
| Common Stock | | | | | | | | 2,848[(2)] | 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 | Amount or Number of Shares | | | | |
| Employee Stock Option (Right to Buy)[(3)] | $57.99 | 03/07/2007 | | A | | 13,385 | | 03/07/2010 | 03/07/2014 | Common Stock | 13,385 | $0.00 | 13,385 | D | |

**Explanation of Responses:**

1. Includes 5,977 shares held in the Direct Purchase Sale and Dividend Reinvestment Plan reflecting accumulations through 3/5/2007 and 3,671 shares of restricted stock awarded on March 7, 2007 under the ITT 2003 Equity Incentive Plan. The 3,671 shares awarded on March 7, 2007 are subject to a three-year restriction.

2. As of 3/7/2007

3. Options awarded under the ITT 2003 Equity Incentive Plan.

**Remarks:**

/s/Kathleen S. Stolar, Secretary of ITT Corporation by power of attorney for Vincent A. Maffeo  03/09/2007

** 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.**