

ITT INDUSTRIES INC
Form 4
August 04, 2005

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
AYERS ROBERT L

(Last) (First) (Middle)
4 WEST RED OAK LANE
(Street)
WHITE PLAINS, NY 10604
(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
ITT INDUSTRIES INC [ITT]

3. Date of Earliest Transaction (Month/Day/Year)
08/03/2005

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
Senior Vice President

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock	08/03/2005		M		12,500 A \$ 33.31	22,282	D
Common Stock	08/03/2005		M		25,000 A \$ 36.88	47,282	D
Common Stock	08/03/2005		M		12,500 A \$ 50.65	59,782	D
Common Stock	08/03/2005		S		36,000 D \$ 108	23,782	D
Common Stock	08/03/2005		S		11,400 D \$ 107.56	12,382	D

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Common Stock 08/03/2005 S 2,600 D \$ 107.77 9,782 ⁽¹⁾ D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

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 Underlying Securities (Instr. 3 and 4)	Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 33.31	08/03/2005		M	12,500	⁽²⁾ 01/05/2010	Common Stock	12,500
Employee Stock Option (Right to Buy)	\$ 36.88	08/03/2005		M	25,000	⁽³⁾ 01/04/2011	Common Stock	25,000
Employee Stock Option (Right to Buy)	\$ 50.65	08/03/2005		M	12,500	⁽⁴⁾ 01/04/2012	Common Stock	12,500

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

AYERS ROBERT L
4 WEST RED OAK LANE
WHITE PLAINS, NY 10604

Senior Vice President

Signatures

/s/Kathleen S. Stolar, Secretary of ITT Industries, Inc. by power of attorney granted by
Robert L. Ayers

08/04/2005

__Signature of Reporting Person

Date

Explanation of Responses:

- * 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).
- (1) Mr. Ayers owns 9,782 shares directly and 3833.87 shares acquired under the ITT Industries Investment and Savings Plan reflecting accumulations as of August 3, 2005, held indirectly in a trust.
 - Options granted under the 1994 ITT Industries, Inc. Incentive Stock Plan. Options exercisable upon 25% appreciation in stock price over option exercise price or 1/3 annual installments on the first, second and third anniversary of the date of grant. Options under this award became fully exercisable on 4/30/2001.
- (2) Options granted under the 1994 ITT Industries, Inc. Incentive Stock Plan. Options exercisable upon 25% appreciation in stock price over option exercise price or 1/3 annual installments on the first, second and third anniversary of the date of grant. Options under this award became fully exercisable on 4/30/2001.
- (3) Options granted under the 1994 ITT Industries, Inc. Incentive Stock Plan. Options exercisable upon 25% appreciation in stock price over option exercise price or 1/3 annual installments on the first, second and third anniversary of the date of grant. Options under this award became fully exercisable on 05/31/2001.
- (4) Options granted under the 1994 ITT Industries, Inc. Incentive Stock Plan. Options exercisable upon 25% appreciation in stock price over option exercise price or 1/3 annual installments on the first, second and third anniversary of the date of grant. Options under this award became fully exercisable on 4/18/2002.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.