

Edgar Filing: SANFORD LINDA S - Form 4

SANFORD LINDA S

Form 4

May 14, 2002

UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
 WASHINGTON, D.C. 20549  
 FORM 4

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  
 Sanford, Linda S.  
 IBM Corporation  
 Route 100  
 Mail Drop 3320  
 Somers, NY 10589
2. Issuer Name and Ticker or Trading Symbol  
 ITT Industries, Inc.  
 ITT
3. IRS or Social Security Number of Reporting Person (Voluntary)
4. Statement for Month/Year  
 5/14/02
5. If Amendment, Date of Original (Month/Year)
6. Relationship of Reporting Person(s) to Issuer (Check all applicable)  
 (X) Director ( ) 10% Owner ( ) Officer (give title below) ( ) Other  
 (specify below)
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. Code	4. Securities Acquired (A) or Disposed of (D) Amount	5. Amount of Securities Beneficially Owned at End of Month Price
Common Stock				500
Common Stock (RS) (1)	5/7/02	A	V721	\$69.32 15,764

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. Code	5. Number of Derivative Securities Acquired (A) or Disposed of (D) Amount	6. Date Exercisable and Expiration Date Date (Month/Day/Year)	7. Title and Amount of Underlying Securities Title and Number of Shares	8. Percentage of Total Ownership
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Stock Option (Right to Buy)	(2)	\$69.11	5/7/02	A	V	1,780	A	(2)	5/9/12	Common Stock	1,780
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Explanation of Responses:

(1) Shares granted in lieu of annual retainer pursuant to the ITT Industries 1996 Restricted Stock Plan for Non-Employee Directors.

(2) Options awarded pursuant to the 2002 ITT Industries Stock Option Plan for Non-Employee Directors exercisable the earlier of 1/3 each on May 7, 2003, May 7, 2004, and May 7, 2005, or after the NYSE closing price remains at least \$86.39 for ten consecutive trading days.

SIGNATURE OF REPORTING PERSON

LINDA S. SANFORD

DATE

5/14/02