

Edgar Filing: ITT INDUSTRIES INC - Form 4

Security	Exercisable	Date	Code	V	Amount	D	Count	Date	of Shares
Employee Stock Option (Right to Buy) (2)	\$24.88	2/19/03	M		11,000	D	(2)	3/12/07	Common Stock 11,000

Explanation of Responses:

(1) Shares acquired under the ITT Industries Investment and Savings Plan reflecting accumulations through February 19, 2003.

(2) Options granted under the 1994 ITT Industries Incentive Stock Plan are exercisable 1/3 on 3/10/98, 1/3 on 3/10/99, and 1/3 on 3/10/2000 or after the NYSE closing price remains at a level equal to an increase of 25% from the price on the date of grant for ten consecutive trading days, whichever is earlier. The options became exercisable on 9/11/97.

SIGNATURE OF REPORTING PERSON

THOMAS R. MARTIN

DATE

2/21/03