

Scalera Thomas M  
Form 4  
November 09, 2011

**FORM 4**

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

OMB APPROVAL

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

**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 \*  
Scalera Thomas M

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
1133 WESTCHESTER AVENUE  
  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
11/07/2011

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
Senior VP and CFO

WHITE PLAINS, NY 10604

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

(City) (State) (Zip)

**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 (D) Price			
Common Stock	11/07/2011		A	17,086 (1) A \$ 0	24,208 (2)	D	
Common Stock	11/07/2011		A	2,485 (3) A \$ 0	26,693	D	
Common Stock					75 (4)	I	By 401(k) plan

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

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SEC 1474 (9-02)

number.

**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)
				Code V	(A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 20.28	11/07/2011		A	49,928	(5) 11/07/2021	Common Stock 49,928

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Scalera Thomas M 1133 WESTCHESTER AVENUE WHITE PLAINS, NY 10604			Senior VP and CFO	

## Signatures

/s/ Burt M. Fealing, Secretary of ITT Corporation, by power of attorney for Thomas M. Scalera 11/09/2011

\*\*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) Reflects an award of restricted stock units ("RSUs"), which are scheduled to vest on November 7, 2014.
- (2) Includes securities received as part of award adjustments in connection with the spin-offs of Xylem Inc. and Exelis Inc. from ITT Corporation.
- (3) Reflects the conversion of the unvested portions of cash-settled total shareholder return ("TSR") awards into RSUs in connection with the spin-offs of Exelis Inc. and Xylem Inc. from ITT Corporation. 704 RSUs were awarded in respect of 2010 TSR awards and will vest on December 31, 2012. 1,781 RSUs were awarded in respect of 2011 TSR awards and will vest on December 31, 2013.
- (4) As of November 7, 2011.
- (5) These options vest in three equal annual installments beginning on November 7, 2012.

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**Remarks:**

Share numbers listed reflect the one-for-two reverse stock split that was effective after market close on October 31, 2011.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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