

SECURITIES AND EXCHANGE COMMISSION

FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2002-05-14** | Period of Report: **2002-05-14**

SEC Accession No. **0000216228-02-000031**

([HTML Version](#) on secdatabase.com)

REPORTING OWNER

SANFORD LINDA S

CIK: **1068020**

Type: **4**

Mailing Address

*IBM CORP
1133 WESTCHESTER AVE
WHITE PLAINS NY 10604*

Business Address

*IBM CORP
1133 WESTCHESTER AVE
WHITE PLAINS NY 10604*

SUBJECT COMPANY

ITT INDUSTRIES INC

CIK: **216228** | IRS No.: **135158950** | State of Incorporation: **IN** | Fiscal Year End: **1231**

Type: **4** | Act: **34** | File No.: **001-05627** | Film No.: **02645014**

SIC: **3590** Misc industrial & commercial machinery & equipment

Mailing Address

*FOUR W RED OAK LANE
WHITE PLAINS NY 10604*

Business Address

*FOUR W RED OAK LANE
WHITE PLAINS NY 10604
9146412058*

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>
 <CAPTION>

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	6. Direct (D) or Indirect (I)	7. Nature of Indirect Beneficial Ownership
<S> Common Stock	<C>	<C>	<C><C>	<C> <C>	<C>	<C> <C>
Common Stock (RS) (1)	5/7/02	A	V 721	A \$69.32	5,764	D

<CAPTION>

Table II -- Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Derivative Security	2. Conversion or Exercise Price of Derivative	3. Transaction Date	4. Code	5. Number of Derivative Securities Acquired (A) or Disposed of (D) Amount	6. Date Exercisable and Expiration Date	7. Title and Amount of Underlying Securities	8. Price of Derivative Security	9. Number of Derivative Securities Beneficially Owned at End of Month	10. Direct (D) or Indirect (I)	11. Nature of Indirect Beneficial Ownership
<S> Stock Option (Right to Buy) (2)	\$69.11	5/7/02	A	V 1,780	A (2) 5/9/12	Common Stock 1,780		1,780	D	

</TABLE>

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