ITT CORP Form 4 May 10, 2007

FORM 4

OMB APPROVAL

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

OMB 3235-0287 Number:

Check this box if no longer subject to Section 16. Form 4 or

January 31, Expires: 2005

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Estimated average burden hours per response... 0.5

Form 5 obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * LEBOEUF RAYMOND W			Symbol	er Name and Ticker or Trading ORP [ITT]	Issuer				
(Last)	(First)			of Earliest Transaction		(Check all applicable)			
1590 GALLEON DRIVE			(Month/L 05/08/2	Day/Year) 2007	X Director Officer (g below)		0% Owner Other (specify		
(Street) 4			4. If Ame	endment, Date Original	6. Individual or	6. Individual or Joint/Group Filing(Check			
NAPLES, I	FL 34102		Filed(Mo.	onth/Day/Year)	_X_ Form filed b	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			
(City)	(State)	(Zip)	Tab	ole I - Non-Derivative Securitie	es Acquired, Disposed	of, or Benefic	ially Owned		
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)		Date, if			6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
Common Stock	05/08/2007			A 1,369 A \$ 65	5.78 15,249 (1)	D			
Common Stock					600	I	Opal Associates, LP		

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

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title	and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	onNumber	Expiration D	ate	Amoun	t of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underly	ying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securit	ies	(Instr. 5)	Bene
	Derivative				Securities			(Instr. 3	3 and 4)		Own
	Security				Acquired						Follo
	•				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									A manuat		
									Amount		
						Date	Expiration		Or Number		
						Exercisable	Date		Number		
				C + V	(A) (D)				of		
				Code V	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships						
· · · · · · · · · · · · · · · · · · ·	Director	10% Owner	Officer	Other			
LEBOEUF RAYMOND W 1590 GALLEON DRIVE	X						
NAPLES, FL 34102	21						

Signatures

/s/Kathleen S. Stolar, Secretary of ITT Corporation by power of attorney for Raymond W. LeBoeuf

05/10/2007

**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).
 - Mr. LeBoeuf received 1,369 shares of Restricted Stock granted as an annual retainer pursuant to the ITT 2003 Equity Incentive Plan on May 8, 2007 resulting in direct ownership of 13,249 shares of Restricted Stock. Mr. LeBoeuf holds 3651.49 phantom shares of ITT stock
- (1) held in an account that tracks an index of ITT common stock. Each share of the phantom stock is the economic equivalent of one share of ITT common stock. These holdings are part of the annual retainer paid to the non-management directors. Mr. LeBoeuf also owns 2,000

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.

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