

Pagano Robert J Jr  
 Form 3  
 November 04, 2011

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF 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 *		2. Date of Event Requiring Statement	3. Issuer Name <b>and</b> Ticker or Trading Symbol	
Â Pagano Robert J Jr		(Month/Day/Year)	ITT Corp [ITT]	
(Last)	(First)	(Middle)	4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
		10/31/2011		
1133 WESTCHESTER AVENUE			(Check all applicable)	
(Street)			<input type="checkbox"/> Director	<input type="checkbox"/> 10% Owner
			<input checked="" type="checkbox"/> Officer	<input type="checkbox"/> Other
WHITE PLAINS, NY 10604			(give title below)	(specify below)
(City)	(State)	(Zip)	SVP & Pres., Indust. Process	6. Individual or Joint/Group Filing(Check Applicable Line)
				<input checked="" type="checkbox"/> Form filed by One Reporting Person
				<input type="checkbox"/> Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	19,114	D	Â
Common Stock	3,586 <sup>(1)</sup>	I	By 401(k) Plan

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of	5. Ownership Form of Derivative	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Derivative Security	Security: Direct (D) or Indirect (I) (Instr. 5)	
Employee Stock Option (Right to Buy)	Â (2)	01/04/2013	Common Stock	10,000	\$ 30.91	D	Â
Employee Stock Option (Right to Buy)	Â (3)	02/02/2014	Common Stock	18,000	\$ 37.46	D	Â
Employee Stock Option (Right to Buy)	Â (4)	03/08/2012	Common Stock	20,000	\$ 45.47	D	Â
Employee Stock Option (Right to Buy)	Â (5)	03/06/2013	Common Stock	9,010	\$ 52.68	D	Â
Employee Stock Option (Right to Buy)	Â (6)	03/07/2014	Common Stock	7,155	\$ 57.99	D	Â
Employee Stock Option (Right to Buy)	Â (7)	08/09/2014	Common Stock	4,000	\$ 38.28	D	Â
Employee Stock Option (Right to Buy)	Â (8)	03/10/2015	Common Stock	7,845	\$ 53.09	D	Â
Employee Stock Option (Right to Buy)	Â (9)	03/05/2016	Common Stock	12,635	\$ 33.19	D	Â
Employee Stock Option (Right to Buy)	Â (10)	03/05/2020	Common Stock	9,395	\$ 53.49	D	Â
Employee Stock Option (Right to Buy)	Â (11)	03/03/2021	Common Stock	9,260	\$ 57.68	D	Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Pagano Robert J Jr 1133 WESTCHESTER AVENUE WHITE PLAINS, NY 10604	Â	Â	Â SVP & Pres., Indust. Process	Â

## Signatures

/s/ Burt M. Fealing, Secretary of ITT Corporation, by power of attorney for Robert J. Pagano, Jr.

11/04/2011

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, see Instruction 5(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) As of October 31, 2011.

(2)

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Options were awarded on January 2, 2003 under the 1994 ITT Industries Incentive Stock Plan. These options are fully vested and exercisable. Number of options and exercise price of options adjusted to reflect two-for-one common stock split, effective February 21, 2006, the distribution date.

(3) Options were awarded on February 2, 2004 under the ITT Corporation 2003 Equity Incentive Plan. These options are fully vested and exercisable. Number of options and exercise price of options adjusted to reflect two-for-one common stock split, effective February 21, 2006, the distribution date.

(4) Options were awarded on March 8, 2005 under the ITT Corporation 2003 Equity Incentive Plan. These options are fully vested and exercisable. Number of options and exercise price of options adjusted to reflect two-for-one common stock split, effective February 21, 2006, the distribution date.

(5) Options were awarded on March 6, 2006 under the ITT Corporation 2003 Equity Incentive Plan. These options are fully vested and exercisable.

(6) Options were awarded on March 7, 2007 under the ITT Corporation 2003 Equity Incentive Plan. These options are fully vested and exercisable.

(7) Options were awarded on August 9, 2004 under the ITT Corporation 2003 Equity Incentive Plan. These options are fully vested and exercisable. Number of options and exercise price of options adjusted to reflect two-for-one common stock split, effective February 21, 2006, the distribution date.

(8) Options were awarded on March 10, 2008 under the ITT Corporation 2003 Equity Incentive Plan. These options are fully vested and exercisable.

(9) 12,635 options were awarded on March 5, 2009, 8,424 are vested and exercisable and the remainder will vest on the third anniversary date of the date of grant. These options were awarded under the ITT Corporation 2003 Equity Incentive Plan.

(10) 9,395 options were awarded on March 5, 2010, 3,132 are vested and exercisable and the remainder will vest in one-third cumulative installments on the second and third anniversaries of the date of grant. These options were awarded under the ITT Corporation 2003 Equity Incentive Plan.

(11) Options were awarded on March 3, 2011 under the ITT Corporation 2003 Equity Incentive Plan. Options will become exercisable in one-third cumulative installments on the first, second and third anniversaries of the date of grant.

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### Remarks:

Share numbers listed do not reflect the one-for-two reverse stock split effective after market close

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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