CIT GROUP INC

Form 5

February 14, 2006

### FORM 5

#### **OMB APPROVAL**

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

OMB Number: 3235-0362 January 31,

no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction

Check this box if

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL

OWNERSHIP OF SECURITIES

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burden hours per response... 1.0

1(b). Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Form 3 Holdings Section 17(a) of the Public Utility Holding Company Act of 1935 or Section Reported

Transactions Reported

Form 4 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person * PEEK JEFFREY M			2. Issuer Name <b>and</b> Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer			
(Last)	(First)	(Middle)	CIT GROUP INC [CIT]  3. Statement for Issuer's Fiscal Year Ended	(Check all applicable)			
			(Month/Day/Year)	X Director 10% Owner			
C/O CIT GROUP INC., 1 CIT DRIVE, #3213-1			12/31/2005	_X_ Officer (give title Other (specify below) Chairman and CEO			
	(Street)		4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Reporting  (check applicable line)			

### LIVINGSTON, NJÂ 07039

\_X\_ Form Filed by One Reporting Person \_\_\_ Form Filed by More than One Reporting Person

(City)	(State)	(Zip) Ta	ble I - Non-D	erivative Se	curitie	s Acquire	ed, 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. Securitie or Dispose (Instr. 3, 4	d of (Î	<b>)</b> )	5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	02/28/2005	Â	<u>J(1)</u>	4.857	A	\$ 40.48	151,517.2303	D	Â
Common Stock	03/31/2005	Â	J(2)	542.652	A	\$ 32.3	152,059.8823	D	Â
Common Stock	05/31/2005	Â	<u>J(1)</u>	7.7694	A	\$ 42.42	152,067.6517	D	Â
Common Stock	08/30/2005	Â	<u>J(1)</u>	7.391	A	\$ 44.76	152,075.0427	D	Â
	11/30/2005	Â	<u>J(1)</u>	6.5967	A		152,081.6394	D	Â

Common \$
Stock 50.33

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

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SEC 2270 (9-02)

> of D

## 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)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3,		ate	7. Titl Amou Under Securi (Instr.	int of lying	8. Price of Derivative Security (Instr. 5)	
				(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

## **Reporting Owners**

Reporting Owner Name / Address	Relationships

Director 10% Owner Officer Other

PEEK JEFFREY M C/O CIT GROUP INC. 1 CIT DRIVE, #3213-1

ÂΧ

 $\hat{A}$   $\hat{A}$  Chairman and CEO  $\hat{A}$ 

LIVINGSTON, NJÂ 07039

## **Signatures**

/s/ James P. Shanahan, attorney-in-fact for Mr. Peek

02/14/2006

\*\*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) Shares acquired through reinvestment of dividends on securities purchased through CIT Group Inc. Employee Stock Purchase Plan, which transaction is exempt under Rule 16b-3(c) of the Securities Exchange Act of 1934.
- (2) Acquired through CIT Group Inc. Employee Stock Purchase Plan, under which participants purchase shares quarterly through payroll deductions at 85% of the lower of the fair market value on either the first or the last business day of the period.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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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