ITT Corp
Form 4
March 11, 2016

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 *
Ramos Denise L

(Last) (First) (Middle)

C/O ITT CORP. 1133 WESTCHESTER AVENUE

(Street)

WHITE PLAINS, NY 10604

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
03/09/2016

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

_____ Director _____ 10% Owner
__X__ Officer (give title below) _____ Other (specify below)
CEO and President

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

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	03/09/2016		M		74,685	A	$ 20.28	289,103	D	
Common Stock	03/09/2016		S		74,685	D	$ 35.7928 (1)	214,418	D	
Common Stock	03/10/2016		M		903	A	$ 20.28	215,321	D	
Common Stock	03/10/2016		S		903	D	$ 35.7566 (2)	214,418	D	
	03/11/2016		M		77,006	A	$ 20.28	291,424	D	

Common Stock									
Common Stock	03/11/2016		S	77,006	D	$ 36.0176 (3)	214,418	D	

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 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	03/09/2016		M			74,685	(4)	11/07/2021	Common Stock	74,685
Employee Stock Option (Right to Buy)	$ 20.28	03/10/2016		M			903	(4)	11/07/2021	Common Stock	903
Employee Stock Option (Right to Buy)	$ 20.28	03/11/2016		M			77,006	(4)	11/07/2021	Common Stock	77,006

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other

Ramos Denise L
C/O ITT CORP. 1133 WESTCHESTER AVENUE
WHITE PLAINS, NY 10604

CEO and President

Signatures

/s/ Lori B. Marino, Secretary of ITT Corporation, by Power of Attorney for Denise L. Ramos — 03/11/2016

**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) This price represents the approximate weighted average price per share of sales of common stock of ITT Corporation (the "Issuer"), which were executed at prices ranging from $35.75 to $36.02 per share. The reporting person undertakes to provide, upon request by the Securities and Exchange Commission staff (the "Staff"), the Issuer or a security holder of the Issuer, full information regarding the number of shares sold at each price.

(2) This price represents the approximate weighted average price per share of sales of common stock of the Issuer, which were executed at prices ranging from $35.75 to $35.78 per share. The reporting person undertakes to provide, upon request by the Staff, the Issuer or a security holder of the Issuer, full information regarding the number of shares sold at each price.

(3) This price represents the approximate weighted average price per share of sales of common stock of the Issuer, which were executed at prices ranging from $35.75 to $36.2391 per share. The reporting person undertakes to provide, upon request by the Staff, the Issuer or a security holder of the Issuer, full information regarding the number of shares sold at each price.

(4) These options are fully vested and exercisable.

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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