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REICHELDERFER BRENDA

Form 4

February 06, 2002

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 WASHINGTON, D.C. 20549
 FORM 4

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
 Reichelderfer, Brenda L.
 ITT Motion & Flow Control
 10 Mountainview Road
 Upper Saddle River, NJ 07458
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
 2/6/02
5. If Amendment, Date of Original (Month/Year)
6. Relationship of Reporting Person(s) to Issuer (Check all applicable)
 () Director () 10% Owner (X) Officer (give title below) () Other
 (specify below)
 Vice President
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 I -- Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security	2. Transaction Date	3. Transaction Code	4. Securities Acquired (A) or Disposed of (D) Amount	5. Amount of Securities Beneficially Owned at End of Month Price
Common Stock	12/31/01	A	V 1,555 (1)	A \$50.50 3,898
Common Stock (ISP) (2)				4,994
Common Stock (DRIP) (3)				56

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

1. Title of Derivative Security	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date	4. Transaction Code	5. Number of Derivative Securities Acquired (A) or Disposed of (D)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities	8. Percentage of Total Shares Owned
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Priority	Date	Code	V	Amount	Acquired	Exercisable	Expiration	Instrument	Quantity
Employee Stock Option (Right to Buy)	1/2/02	A	V	20,000	(4)	1/4/12	Common Stock	20,000	

Explanation of Responses:

- (1) Shares granted under the ITT Industries 1997 Long-Term Incentive Plan.
- (2) Shares acquired under the ITT Industries Investment and Savings Plan reflecting accumulations through January 31, 2002.
- (3) Shares acquired under the Direct Purchase, Sale and Dividend Reinvestment Plan reflecting accumulations through February 4, 2002.
- (4) Option granted under the 1994 ITT Incentive Stock Plan exercisable the earlier of 1/3 each on January 2, 2003, January 2, 2004 and January 2, 2005, or after the NYSE closing price has remained at least \$63.31 for 10 consecutive trading days.

SIGNATURE OF REPORTING PERSON
 BRENDA L. REICHELDERFER
 DATE
 2/6/02