

Gold Christina A
Form 4
November 19, 2012

FORM 4

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

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Gold Christina A

(Last) (First) (Middle)

C/O ITT CORP, 1133
WESTCHESTER AVE

(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)

11/15/2012

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☒ Director ☐ 10% Owner
☐ Officer (give title below) ☐ Other (specify below)

6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ 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	11/15/2012		M		1,210	A	\$ 11.5372	24,257	D
Common Stock	11/15/2012		M		1,240	A	\$ 13.9818	25,497	D
Common Stock	11/15/2012		M		1,520	A	\$ 19.6626	27,017	D
Common Stock	11/15/2012		M		1,985	A	\$ 12.3882	29,002	D
Common Stock	11/15/2012		S		4,140	D	\$ 20.926 ⁽¹⁾	24,862	D

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

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(9-02)

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)		8. I
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Der Sec (In
				Code	V (A) (D)					
Stock Option (Right to Buy)	\$ 11.5372	11/15/2012		M	1,210	<u>(2)</u>	01/04/2013	Common Stock	1,210	
Stock Option (Right to Buy)	\$ 13.9818	11/15/2012		M	1,240	<u>(2)</u>	02/02/2014	Common Stock	1,240	
Stock Option (Right to Buy)	\$ 19.6626	11/15/2012		M	1,520	<u>(2)</u>	03/06/2013	Common Stock	1,520	
Stock Option (Right to Buy)	\$ 12.3882	11/15/2012		M	1,985	<u>(2)</u>	03/05/2016	Common Stock	1,985	

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Gold Christina A C/O ITT CORP 1133 WESTCHESTER AVE WHITE PLAINS, NY 10604	X

Signatures

/s/ Burt M. Fealing, Secretary of ITT Corporation, by power of attorney for Christina A. Gold

11/19/2012

__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 common stock (each, a "Share") of ITT Corporation (the "Issuer"), of sales that were executed at prices ranging from \$20.911 to \$20.94 per Share. The Reporting Person undertakes to provide, upon request by the Securities and Exchange Commission staff, the Issuer or a security holder of the Issuer, full information regarding the number of Shares sold at each price.

(2) 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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