

ITT Inc.
Form 4
March 09, 2017

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 *
Scalera Thomas M

(Last) (First) (Middle)

C/O ITT INC. 1133
WESTCHESTER AVENUE

(Street)

WHITE PLAINS, NY 10604

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
03/07/2017

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)

EVP & Chief Financial Officer

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)
Common Stock	03/07/2017		F	1,381 ⁽¹⁾ D	\$ 41.15 61,216	D	
Common Stock	03/07/2017		S	22,000 D	\$ 40.8209 39,216	D	
Common Stock	03/07/2017		M	49,928 A	\$ 20.28 89,144	D	
Common Stock	03/07/2017		M	29,115 A	\$ 22.8 118,259	D	
Common Stock	03/07/2017		M	22,975 A	\$ 26.76 141,234	D	

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Common Stock 03/07/2017 S 102,018 D \$
40.8026 39,216 D
(3)

Common Stock 757.5024 (4) I By 401(k) plan

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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 20.28	03/07/2017		M		49,928		<u>(5)</u>	11/07/2021	Common Stock	49,928
Employee Stock Option (Right to Buy)	\$ 22.8	03/07/2017		M		29,115		<u>(6)</u>	03/08/2022	Common Stock	29,115
Employee Stock Option (Right to Buy)	\$ 26.76	03/07/2017		M		22,975		<u>(7)</u>	03/05/2023	Common Stock	22,975

Reporting Owners

Reporting Owner Name / Address

Relationships

Director

10% Owner

Officer

Other

Scalera Thomas M
C/O ITT INC. 1133 WESTCHESTER AVENUE
WHITE PLAINS, NY 10604

EVP & Chief
Financial
Officer

Signatures

/s/ Lori B. Marino, Secretary of ITT Inc., by Power of Attorney for Thomas M.
Scalera

03/09/2017

__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) Reflects the withholding of 1,381 shares of common stock to pay the tax liability incident to the vesting on March 4, 2017 of restricted stock units granted under the ITT 2011 Omnibus Incentive Plan on March 4, 2014. The number of shares withheld was determined on March 7, 2017 based on the average of the high/low trading price of the common stock of ITT Inc. (the "Issuer") on March 6, 2017.

(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 \$40.71 to \$40.94 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.

(3) This represents the sale of shares underlying the options the exercise of which is reported on this form. 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 \$40.56 to \$40.99 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.

(4) As of March 7, 2017.

(5) These options were granted on November 7, 2011 and vested in three equal annual installments beginning on the first anniversary of the grant date.

(6) These options were granted on March 8, 2012 and vested in full on March 8, 2015.

(7) These options were granted on March 5, 2013 and vested in full on March 5, 2016.

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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