Klettner Janice Form 4 November 26, 2012

# FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB and

**OMB APPROVAL** 

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Check this box if no longer subject to Section 16. Form 4 or

Section 16.

Form 4 or

Form 5

Obligations

SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchan

Form 5 obligations may continue. See Instruction See Instruction 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

1(b).

(Print or Type Responses)

1. Name and A Klettner Jani	•	rting Person *	Issuer Name <b>and</b> Ticker or Trading     Symbol     ITT Corp [ITT]	5. Relationship of Reporting Person(s) to Issuer  (Check all applicable)			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction	(Check all applicable)			
			(Month/Day/Year)	Director 10% Owner			
C/O ITT CORP, 1133			11/21/2012	_X_ Officer (give title Other (specify below) VP, CAO and Asst. Secretary			
WESTCHESTER AVE							
(Street)			4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check			
			Filed(Month/Day/Year)	Applicable Line)			
				_X_ Form filed by One Reporting Person			
WHITE PLA	AINS, NY 10	0604		Form filed by More than One Reporting			

(City)	(State)	(Zip) Tak	ole I - Non-	Derivative	Secui	rities Acquii	red, Disposed of,	or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	4. Securiti omr Dispose (Instr. 3, 4	ed of (	` /	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	11/21/2012		M	25,881	A	\$ 12.3881	64,475	D	
Common Stock	11/21/2012		S	25,881	D	\$ 21.42	38,594	D	

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

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SEC 1474

(9-02)

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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 onDerivative 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)	\$ 12.3881	11/21/2012		M	25,881	<u>(1)</u>	03/05/2016	Common Stock	25,881

# **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Klettner Janice C/O ITT CORP 1133 WESTCHESTER AVE WHITE PLAINS, NY 10604

VP, CAO and Asst. Secretary

### **Signatures**

/s/ Burt M. Fealing, Secretary of ITT Corporation, by power of attorney for Janice Klettner

11/26/2012

\*\*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) 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. 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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