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ZDANOW NIKITA

Form 4

August 23, 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  
 Nikita Zdanow  
 1211 Avenue of the Americas  
 NY, New York 10036
2. Issuer Name and Ticker or Trading Symbol  
 CIT Group Inc. (CIT)
3. IRS or Social Security Number of Reporting Person (Voluntary)
4. Statement for Month/Year  
 7/2002
5. If Amendment, Date of Original (Month/Year)  
 7/2002
6. Relationship of Reporting Person(s) to Issuer (Check all applicable)  
 ( ) Director ( ) 10% Owner (X) Officer (give title below) ( ) Other  
 (specify below)  
 Group Chief Executive Officer, Capital Finance
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	6. Price
Common Stock 1,2	7/2/2002	A	V 13380	A	
Common Stock	7/2/2002	P	1500	A	\$23.00

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) Amount	6. Date Exercisable and Expiration Date	7. Title and Amount of Underlying Securities	8. Put or Call
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Option 11/13/97 (\$65.3  9) 2,3,4,5	\$65.39	7/2/  2002	A 	V 53099 	A 	7/2/2 11/13   002  2007	Common Stock	53099 	 
Option 03/05/99 (\$74.4  7) 2,3,5,6	\$74.47	7/2/  2002	A 	V 30968 	A 	7/2/2 3/5/2   002  009	Common Stock	30968 	 
Option 11/18/99 (\$51.9  2) 2,3,5,7	\$51.92	7/2/  2002	A 	V 33032 	A 	7/2/2 11/18   002  2009	Common Stock	33032 	 
Option 10/26/00 (\$34.0  6) 2,3,5,8	\$34.06	7/2/  2002	A 	V 23572 	A 	7/2/2 10/26   002  2010	Common Stock	23572 	 
Option 02/05/02 (\$39.8  7) 2,5,9	\$39.87	7/2/  2002	A 	V 29890 	A 	2/5/2 2/4/2   005 5 012    ,9	Common Stock	29890 	 
Option 07/02/02 (\$23) 10	\$23.00	7/2/  2002	A 	V 350000 	A 	7/2/2 7/2/2   006 1 012    0	Common Stock	350000 	 

Explanation of Responses:

1. Shares vest in 50% increments on each of June 1, 2003 and June 1, 2004. Originally awarded by Tyco International Ltd. and converted into CIT Group Inc. restricted stock on 7/2/2002 due to CIT's IPO.
2. Conversion formula from Tyco to CIT is disclosed in CIT Group Inc. Prospectus dated 7/1/02 in "Management - Treatment of Tyco Options and Tyco Restricted Shares Held by CIT Employees".
3. Options originally granted by The CIT Group, Inc. were converted on 6/1/2001 into options of Tyco International Ltd. at the rate of .6907 Tyco option for 1 CIT option upon Tyco's acquisition of CIT.
4. Represents options originally granted on 11/13/1997 by The CIT Group, Inc., which are fully vested.
5. Tyco options were cancelled by Tyco and replaced by CIT on 7/2/02 with CIT options vesting under the same schedule as the Tyco options due to CIT's IPO.
6. Represents options originally granted by The CIT Group, Inc. on 3/5/1999, which are fully vested.
7. Represents options originally granted on 11/18/1999 by The CIT Group, Inc., which are fully vested.
8. Represents options originally granted on 10/26/2000 by The CIT Group, Inc., which are fully vested.
9. Represents options initially granted on 2/5/02 by Tyco International Ltd., which vest at the rate of 33 1/3% each year for a period of 3 years.
10. Options granted by CIT Group Inc. at the IPO price of \$23.00, which vest in 25% increments each year for a period of 4 years.