

Pagano Robert J Jr  
 Form 4  
 March 09, 2007

**FORM 4**

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
 Pagano Robert J Jr

(Last) (First) (Middle)  
 4 WEST RED OAK LANE  
 (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)  
 03/07/2007

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)  
 Vice President, Finance

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)
Common Stock	03/07/2007		A	1,734 A	\$ 0 5,932 <sup>(1)</sup>	D	
Common Stock					4,780 <sup>(2)</sup>	I	401K Plan

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 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. Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 57.99	03/07/2007		A	7,155	(3) 03/07/2014	Common Stock	7,155

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Pagano Robert J Jr 4 WEST RED OAK LANE WHITE PLAINS, NY 10604			Vice President, Finance	

## Signatures

/s/Kathleen S. Stolar, Secretary of ITT Corporation by power of attorney for Robert J. Pagano 03/09/2007

\*\*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) The total 5,932 includes 1,946 shares owned directly and 1,734 shares of restricted stock awarded on March 7, 2007 under the ITT 2003 Equity Incentive Plan. The 1,734 shares of restricted stock awarded on March 7, 2007 are subject to a three-year restriction.
- (2) As of 3/7/2007
- (3) Options awarded under the ITT 2003 Equity Incentive Plan. Options will become exercisable in one-third cumulative annual installments on the first, second and third anniversaries of the date of grant.

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. ENERGY CAPITAL PARTNERS II-C (SUMMIT IP), LP  
51 JOHN F. KENNEDY PARKWAY  
SUITE 200  
SHORT HILLS, NJ 07078 X Energy Capital Partners II (Summit Co-Invest), LP

51 JOHN F. KENNEDY PARKWAY  
 SUITE 200  
 SHORT HILLS, NJ 07078 X

## Signatures

Energy Capital Partners II, LP By: Energy Capital Partners GP II, LP Its: General Partner By: Energy Capital Partners II, LLC Its: General Partner By: /s/ Enoch O. Varner, Counsel	02/01/2016
**Signature of Reporting Person	Date
Energy Capital Partners II-A, LP By: Energy Capital Partners GP II, LP Its: General Partner By: Energy Capital Partners II, LLC Its: General Partner By: /s/ Enoch O. Varner, Counsel	02/01/2016
**Signature of Reporting Person	Date
Energy Capital Partners II-B IP, LP By: Energy Capital Partners GP II, LP Its: General Partner By: Energy Capital Partners II, LLC Its: General Partner By: /s/ Enoch O. Varner, Counsel	02/01/2016
**Signature of Reporting Person	Date
Energy Capital Partners II-C (Summit IP), LP By: Energy Capital Partners GP II, LP Its: General Partner By: Energy Capital Partners II, LLC Its: General Partner By: /s/ Enoch O. Varner, Counsel	02/01/2016
**Signature of Reporting Person	Date
Energy Capital Partners II (Summit Co-Invest), LP By: Energy Capital Partners GP II Co-Investment (Summit), LLC Its: General Partner By: Energy Capital Partners II, LLC Its: Managing Member By: /s/ Enoch O. Varner, Counsel	02/01/2016
**Signature of Reporting Person	Date
Energy Capital Partners II, LLC By: /s/ Enoch O. Varner, Counsel	02/01/2016
**Signature of Reporting Person	Date

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- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Units were purchased pursuant to a 10b5-1 plan entered into on December 15, 2015.
- (2) These common units were purchased in multiple transactions ranging from \$18.25 to \$19.00, inclusive.  
 The price reported in Column 4 is a weighted average price. The Reporting Persons undertake to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of common units purchased at each separate price within the ranges set forth in footnotes 2, 4 and 5.
- (3) These common units were purchased in multiple transactions ranging from \$18.95 to \$19.13, inclusive.
- (4) These common units were purchased in multiple transactions ranging from \$17.82 to \$18.30, inclusive.
- (5) These common units were purchased in multiple transactions ranging from \$17.82 to \$18.30, inclusive.

### Remarks:

Energy Capital Partners II, LP ("ECP II"), Energy Capital Partners II-A, LP ("ECP II-A"), Energy Capital Partners II-B (SMLP II-B)

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