

McDonald James S
 Form 4
 October 19, 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 *
 McDonald James S

2. Issuer Name and Ticker or Trading Symbol
 CIT GROUP INC [CIT]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
 10/17/2007

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

C/O CIT GROUP, CHIEF COMPLIANCE OFFICER, 1 CIT DRIVE

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

LIVINGSTON, NJ 07039

(City) (State) (Zip)

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 | 10/17/2007 ⁽¹⁾⁽²⁾ | | A ⁽¹⁾⁽²⁾ | V Amount (A) or (D) Price 1,430 A \$0 ⁽³⁾ | 1,430 | D | |
| Common Stock | 10/17/2007 ⁽¹⁾⁽²⁾ | | A ⁽¹⁾⁽²⁾ | 953 A \$0 ⁽⁷⁾ | 2,383 | 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 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 |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Option (Right to Buy) | \$ 34.98 | 10/17/2007 | | A | 4,546 | (4)(5) 10/17/2014 | Common Stock | 4,546 |
| Option (Right to Buy) | \$ 34.98 | 10/17/2007 | | A | 2,728 | (4)(5) 10/17/2014 | Common Stock | 2,728 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| McDonald James S C/O CIT GROUP, CHIEF COMPLIANCE OFFICER 1 CIT DRIVE LIVINGSTON, NJ 07039 | X | | | |

Signatures

James P. Shanahan, Attorney-in-Fact for Mr. McDonald
Date: 10/18/2007

__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) Shares vest in three equal installments on the first, second, and third anniversaries of the grant date.
- (2) Shares shall be fully vested on October 17, 2010.
- (3) Shares awarded pursuant to a one-time grant at the time of Filer's initial appointment to the Board of Directors based on a fair market value of \$34.98 on October 17, 2007.
- (4) Options vest in three equal installments on the first, second, and third anniversaries of the grant date.
- (5) Options shall be fully vested on October 17, 2010.
- (6) Options awarded pursuant to a one-time grant at the time of Filer's initial appointment to the Board of Directors.

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- (7) Shares awarded as part of directors' annual equity grant, prorated from the date of appointment and based on a fair market value of \$34.98 on October 17, 2007.
- (8) Options awarded as part of directors' annual equity grant, prorated from the date of appointment.

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.