

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

OMB  
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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Ramos Denise L

(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)

See Remarks

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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired (A)<br>or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------|-------------------------------------------------------------------|
| Common<br>Stock                       | 03/07/2017                              |                                                             | F                                    | (A)<br>or<br>(D)<br>10,371<br>(1)                                       | \$ 41.15 258,032                                                                                                   | D                                                                       |                                                                   |
| Common<br>Stock                       | 03/07/2017                              |                                                             | M                                    | 8,428 A                                                                 | \$ 20.28 266,460                                                                                                   | D                                                                       |                                                                   |
| Common<br>Stock                       | 03/07/2017                              |                                                             | S                                    | 8,428 D                                                                 | \$ 41.0027 258,032<br>(2)                                                                                          | D                                                                       |                                                                   |
| Common<br>Stock                       | 03/08/2017                              |                                                             | M                                    | 66,572 A                                                                | \$ 20.28 324,604                                                                                                   | D                                                                       |                                                                   |
| Common<br>Stock                       | 03/08/2017                              |                                                             | S                                    | 66,572 D                                                                | \$ 41 258,032                                                                                                      | D                                                                       |                                                                   |

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

SEC 1474  
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities<br>Acquired (A)<br>or Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |     | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) |                    |                 |                                     |
|-----------------------------------------------------|-----------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|--------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|-----|---------------------------------------------------------------------|--------------------|-----------------|-------------------------------------|
|                                                     |                                                                       |                                         |                                                             | Code                                    | V                                                                                                            | (A)                                                            | (D) | Date<br>Exercisable                                                 | Expiration<br>Date | Title           | Amount<br>or<br>Number<br>of Shares |
| Employee<br>Stock<br>Option<br>(Right to<br>Buy)    | \$ 20.28                                                              | 03/07/2017                              |                                                             | M                                       |                                                                                                              | 8,428                                                          |     | <u>(3)</u>                                                          | 11/07/2021         | Common<br>Stock | 8,428                               |
| Employee<br>Stock<br>Option<br>(Right to<br>Buy)    | \$ 20.28                                                              | 03/08/2017                              |                                                             | M                                       |                                                                                                              | 66,572                                                         |     | <u>(3)</u>                                                          | 11/07/2021         | Common<br>Stock | 66,572                              |

## Reporting Owners

### Reporting Owner Name / Address

### Relationships

Director 10% Owner Officer Other

Ramos Denise L  
C/O ITT INC. 1133 WESTCHESTER AVENUE  
WHITE PLAINS, NY 10604

See Remarks

## Signatures

/s/ Lori B. Marino, Secretary of ITT Inc., by Power of Attorney for Denise L.  
Ramos

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).

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- Reflects the withholding of 10,371 shares of common stock to pay the tax liability incident to the vesting on March 4, 2017 of restricted
- (1) 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.

- This price represents the approximate weighted average price per share of sales of common stock of the Issuer, which were executed at
- (2) prices ranging from \$41.00 to \$41.03 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) These options were granted on November 7, 2011 and vested in three equal annual installments beginning on the first anniversary of the grant date.

### Remarks:

Chief Executive Officer and President

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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