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THAIN JOI Form 4 August 24,										
FORM	ЛЛ							OMB AF	PROVAL	
	UNITED ST				OMB Number:	3235-0287				
Check t if no lor subject Section Form 4 Form 5 obligation may con <i>See</i> Inst 1(b).	nger to 16. or Filed pursuat ons ntinue.	TOFCHAN nt to Section 1 f the Public U	Washington, D.C. 20549 CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES ection 16(a) of the Securities Exchange Act of 1934, Public Utility Holding Company Act of 1935 or Section of the Investment Company Act of 1940						Expires: January 31 2005 Estimated average burden hours per response 0.5 n	
(Print or Type	Responses)									
1. Name and THAIN JO	Symbol	er Name and ROUP IN		Tradiı	ıg	5. Relationship of Reporting Person(s) to Issuer				
(Last)	(First) (Middl						(Check all applicable)			
(1			3. Date of Earliest Transaction (Month/Day/Year) 08/23/2011				_X_ Director 10% Owner _X_ Officer (give title 0ther (specify below) below) Chairman & CEO			
	(Street)		endment, D onth/Day/Yea	-	l		6. Individual or Joi Applicable Line) _X_Form filed by O	ne Reporting Per	rson	
LIVINGST	CON, NJ 07039						Form filed by M Person	ore than One Rej	porting	
(City)	(State) (Zip)	Tab	ole I - Non-l	Derivative	Secur	ities Acqu	uired, Disposed of,	or Beneficiall	y Owned	
1.Title of Security (Instr. 3)	2. Transaction Date 2A (Month/Day/Year) Example (M	3. 4. Securities Acquired Transactior(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8) (A) or Code V Amount (D) Price				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	08/23/2011		Р	10,000	А	\$ 30	289,575.444	D		
Common Stock	08/23/2011		Р	6,800	А	\$ 29.98	296,375.444	D		
Common Stock	08/23/2011		Р	10,000	А	\$ 29.9	306,375.444	D		
Common Stock	08/23/2011		Р	9,442	A	\$ 29.82	315,817.444	D		
Common Stock	08/23/2011		Р	3,200	А	\$ 29.78	319,017.444	D		

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Common Stock 08/23/2011

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A ^{\$}_{29.72} 319,575.444 D

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

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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. Transactic Code (Instr. 8)	5. orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	7. Titl Amou Under Secur (Instr.	ınt of rlying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secu Bene Owne Follo Repo Trans (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships							
1	Director	10% Owner	Officer	Other				
THAIN JOHN A C/O CIT GROUP 1 CIT DRIVE LIVINGSTON, NJ 07039	Х		Chairman & CEO					
Signatures								
/s/ James P. Shanahan, attorney Thain	or Mr.	08/23/2011						

<u>**</u>Signature of Reporting Person

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).

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.

Date