CIT GROUP INC

Form 4 January 30, 2014

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

OMB APPROVAL

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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

See Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Alemany Ellen R

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

CIT GROUP INC [CIT]

(Check all applicable)

(Last)

(First) (Middle)

(Zip)

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

01/29/2014

X_ Director 10% Owner Other (specify Officer (give title

C/O CIT GROUP INC., ATT: GENERAL COUNSEL, 1 CIT

(Street)

(State)

DRIVE

(City)

4. If Amendment, Date Original

Applicable Line)

6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year)

X Form filed by One Reporting Person Form filed by More than One Reporting

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

LIVINGSTON, NJ 07039

	Table 1 Troit Delivative Securities Required, Disposed of, or Delicitating Owned										
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. 4. Securities Acquired (A) Transaction Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)			5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I)	7. Nature of Indirect Beneficial Ownership (Instr. 4)			
			C = V		(A) or	ъ.	Transaction(s) (Instr. 3 and 4)	(Instr. 4)			
			Code V	Amount	(D)	Price					
Common Stock	01/29/2014		A(1)	298.629	A	<u>(2)</u>	298.629	D			
Common Stock	01/29/2014		A(3)	2,820.631	A	\$0	3,119.26	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	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title	e and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orNumber	Expiration D	ate	Amou	nt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underl	lying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivativ	e		Securit	ties	(Instr. 5)	Bene
	Derivative				Securities			(Instr.	3 and 4)		Own
	Security			Acquired							Follo
	·				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									A		
									Amount		
						Date		or Title Number			
						Exercisable					
				C 1 W	(A) (D)				of		
				Code V	(A) (D)				Shares		

Reporting Owners

Relationships Reporting Owner Name / Address

> 10% Owner Officer Other Director

Alemany Ellen R C/O CIT GROUP INC., ATT: GENERAL COUNSEL 1 CIT DRIVE LIVINGSTON, NJ 07039

X

Signatures

/s/ James P. Shanahan, attorney-in-fact for Ms. Alemany

01/30/2014

**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).
- Restricted stock units are scheduled to vest 100% on the first anniversary of the date of grant and shall settle 100% in shares of CIT **(1)** common stock.
- (2) Filer elected to receive RSUs in lieu of cash compensation.
- Restricted Stock Units are scheduled to vest one-third per year on the first, second and third anniversaries of the grant date and shall be settled 100% in shares of CIT common stock.

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.

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