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Form 4											
if no lo subject Sectior Form 4 Form 5 obligat may co	M 4 UNITED	MENT OF	W F CHA Section Public V	ashingto NGES I SECU 16(a) of Utility He	on, D.C. 205 N BENEFIC JRITIES the Securitie	49 CIAL es Exe pany 2	OWN change Act of 1	OMMISSION ERSHIP OF Act of 1934, 1935 or Section	OMB API OMB Number: Expires: Estimated av burden hours response	3235-0287 January 31, 2005 verage	
(Print or Type	e Responses)										
1. Name and Address of Reporting Person <u>*</u> KNITTEL C JEFFREY			2. Issuer Name and Ticker or Trading Symbol CIT GROUP INC [CIT]					5. Relationship of Reporting Person(s) to Issuer			
(Last) (First) (Middle) 3. Data (Model) (Model)			(Month	ate of Earliest Transaction nth/Day/Year) 15/2017				(Check all applicable) <u></u> Director <u></u> 10% Owner <u></u> Officer (give title <u></u> 0ther (specify below) President, Transportation Fin.			
NEW YO	(Street) RK, NY 10036			nendment, onth/Day/Y	Date Original ear)		-	5. Individual or Joi Applicable Line) .X_ Form filed by Ou Form filed by Mo Person	ne Reporting Pers	son	
(City)	(State)	(Zip)	Ta	ble I - Nor	1-Derivative So	ecuriti		ired, Disposed of,	or Beneficially	y Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deeme Execution I any (Month/Da	on Date, if Transactionor Disp Code (Instr.			ecurities Acquired (A) 5. Amount bisposed of (D) 5. ecurities tr. 3, 4 and 5) 8eneficially Owned Following (A) 7ransaction or (Instr. 3 and			6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Common Stock	03/15/2017			Code V $A(1)$	Amount 10,833.16	(D) A	Price (2)	169,154.6991	D		
Common Stock	03/15/2017			F <u>(3)</u>	5,587	D	\$ 41.59	163,567.6991	D		
Common Stock	03/15/2017			A <u>(4)</u>	8,502.616	А	<u>(2)</u>	172,070.3151	D		
Common	03/15/2017			F <u>(3)</u>	4,385	D	\$	167,685.3151	D		

41.59

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

Stock

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Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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)	4. Transactic Code (Instr. 8)	5. of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	Secur	ınt of rlying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secu Bene Owna 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							
r. o	Director	10% Owner	Officer	Other				
KNITTEL C JEFFREY C/O CIT GROUP 11 WEST 42ND STREET NEW YORK, NY 10036			President, Transportation Fin.					
Signatures								

/s/ James P. Shanahan, attorney-in-fact for Mr. Knittel	03/17/2017
**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).
- (1) Shares acquired upon final certification of performance share units awarded for the 2014-2016 performance period.
- (2) Each performance share unit ("PSU") had the economic equivalent of one share of CIT common stock.
- (3) Shares withheld to satisfy tax withholding obligations arising from settlement of performance share units.
- (4) Shares acquired upon certification of the second tranche of performance share units awarded for the 2015-2017 performance period.

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.