

CIT GROUP INC
Form 5
February 11, 2005

FORM 5

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).
Form 3 Holdings
Reported
Form 4
Transactions
Reported

**ANNUAL 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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1. Name and Address of Reporting Person *
INGATO ROBERT J

(Last) (First) (Middle)

1 CIT DRIVE

(Street)

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

3. Statement for Issuer's Fiscal Year Ended
(Month/Day/Year)
12/31/2004

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 _____ Other (specify
below) below)
Exec VP and General Counsel

6. Individual or Joint/Group Reporting

(check applicable line)

LIVINGSTON, NJ 07039

__X__ Form Filed by One Reporting Person
____ Form Filed by More than One Reporting
Person

(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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
				(A) or (D) Amount Price			
Common Stock	02/27/2004	Â	J ⁽¹⁾	1.3904 A \$ 39.45	25,041.3158	D	Â
Common Stock	03/31/2004	Â	J ⁽²⁾	45.767 A \$ 30.4555 (2)	25,087.0828	D	Â
Common Stock	05/28/2004	Â	J ⁽¹⁾	1.6322 A \$ 37.36	25,088.715	D	Â
Common Stock	06/30/2004	Â	J ⁽²⁾	51.632 A \$ 32.538 (2)	25,140.347	D	Â

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Common Stock	08/30/2004	Â	J ⁽¹⁾	1.9254	A	\$ 35.27	25,142.2724	D	Â
Common Stock	09/30/2004	Â	J ⁽²⁾	45.309	A	\$ 31.7815 (2)	25,187.5814	D	Â
Common Stock	11/30/2004	Â	J ⁽¹⁾	1.761	A	\$ 42.05	25,189.3424	D	Â
Common Stock	12/31/2004	Â	J ⁽²⁾	52.734	A	\$ 31.858 (2)	25,242.0764	D	Â

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

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(9-02)

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. Price of Derivative Security (Instr. 5)	9. of Derivative Securities (Instr. 5)
					(A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
INGATO ROBERT J 1 CIT DRIVE LIVINGSTON, NJ 07039	Â Â Â Exec VP and General Counsel Â

Signatures

James P. Shanahan,
Attorney-in-Fact 02/11/2005

**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 through reinvestment of dividends on securities purchased through CIT Group Inc. Employee Stock Purchase Plan, which transaction is exempt under Rule 16b-3(c) of the Securities Exchange Act of 1934.
- (2) Acquired through CIT Group Inc. Employee Stock Purchase Plan, under which participants purchase shares quarterly through payroll deductions at 85% of the lower of the fair market value on either the first or the last business day of the period.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.