

Flynn Ryan F.
Form 4
February 28, 2019

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 *
Flynn Ryan F.

(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)

02/26/2019

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)

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 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 Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
Common Stock	02/26/2019		M	940 A	940	D	
Common Stock	02/26/2019		D	940 (2) D	\$ 58.55 0	D	

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

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SEC 1474
(9-02)

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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. 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. Amount or Number of Shares
Restricted Stock Units (Cash-Settled)	(1)	02/26/2019		M	940	(3) (3)	Common Stock	940

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Flynn Ryan F.
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 Ryan F. Flynn

02/28/2019

**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).

Reflects the vesting of shares of cash-settled restricted stock granted on February 26, 2018 under the ITT Corporation 2011 Omnibus

- (1) Incentive Plan. Each cash-settled restricted stock unit represents the right to receive on the vesting date cash equal to the fair market value on the vesting date of one share of the Issuer's Common Stock.
- (2) Reflects the cash settlement of shares of restricted stock in connection with the vesting of restricted stock units, as described in Note (1).
- (3) The restricted stock units vested on February 26, 2019 and will be settled in cash based on the average of the high/low of the Issuer's Common Stock on February 26, 2019.

Remarks:

SVP and President, Asia Pacific Region

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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