

CIT GROUP INC  
Form 4  
February 03, 2006

**FORM 4**

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

OMB APPROVAL

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**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

(Print or Type Responses)

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

(Last) (First) (Middle)

C/O CIT GROUP INC., 1 CIT DRIVE, #3209

(Street)

LIVINGSTON, NJ 07039

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)  
02/01/2006

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
Exec VP and General Counsel

6. Individual or Joint/Group Filing(Check Applicable Line)  
 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) |             |   |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|-------------|---|
|                                 |                                      |  |                                | (A) or (D)  | Price   |  |                                   |             |   |
| Common Stock                    | 02/01/2006                           |  | M <sup>(2)</sup>               | V   | 19,700  | A  | \$ 21.05                          | 44,942.0764 | D |
| Common Stock                    | 02/01/2006                           |  | S                              |   | 10,000  | D  | \$ 52.85                          | 34,942.0764 | D |
| Common Stock                    | 02/01/2006                           |  | S                              |   | 700   | D  | \$ 52.66                          | 34,242.0764 | D |
| Common Stock                    | 02/01/2006                           |  | S                              |   | 500   | D  | \$ 52.65                          | 33,742.0764 | D |
| Common Stock                    | 02/01/2006                           |  | S                              |   | 2,200   | D  | \$ 52.6                           | 31,542.0764 | D |

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|              |            |   |       |   |          |             |   |
|--------------|------------|---|-------|---|----------|-------------|---|
| Common Stock | 02/01/2006 | S | 1,200 | D | \$ 52.5  | 30,342.0764 | D |
| Common Stock | 02/01/2006 | S | 1,000 | D | \$ 52.4  | 29,342.0764 | D |
| Common Stock | 02/01/2006 | S | 200   | D | \$ 52.36 | 29,142.0764 | D |
| Common Stock | 02/01/2006 | S | 3,900 | D | \$ 52.35 | 25,242.0764 | D |

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) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Option (Right to Buy)                      | \$ 21.05   | 02/01/2006                           |  | M <sup>(2)</sup>               | 19,700  | 01/21/2004 <sup>(1)</sup> 01/21/2013                     | Common Stock  | 19,700                     |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                             |       |
|---|---------------|-----------|-----------------------------|-------|
|   | Director      | 10% Owner | Officer                     | Other |
| INGATO ROBERT J<br>C/O CIT GROUP INC.<br>1 CIT DRIVE, #3209<br>LIVINGSTON, NJ 07039 |               |           | Exec VP and General Counsel |       |

## Signatures

/s/ James P. Shanahan, attorney-in-fact for Mr. Ingato

02/02/2006

\_\_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) Options vest on the anniversary of the grant date in increments of 1/3 each year for a period of 3 years commencing on January 21, 2004.
- (2) Option exercise and sale of shares in accordance with a written plan established December 20, 2005 pursuant to the requirements of Rule 10b5-1 under the Securities Exchange Act of 1934, as amended.

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.