

MARSIELLO LAWRENCE A
 Form 4
 May 02, 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 *
 MARSIELLO LAWRENCE A

(Last) (First) (Middle)

C/O CIT GROUP INC., 1211 AVENUE OF THE AMERICAS

(Street)

NEW YORK, NY 10036

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
 05/01/2006

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)
 Vice Chrmn, Chf Lending Off.

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount | (D) | Price |
| Common Stock | 05/01/2006 | | M(2) | | 53,179 | A | \$ 23 143,579.7409 |
| Common Stock | 05/01/2006 | | S | | 1,100 | D | \$ 54.17 142,479.7409 |
| Common Stock | 05/01/2006 | | S | | 800 | D | \$ 54.16 141,679.7409 |
| Common Stock | 05/01/2006 | | S | | 1,200 | D | \$ 54.1 140,479.7409 |
| Common Stock | 05/01/2006 | | S | | 900 | D | \$ 54.09 139,579.7409 |
| | 05/01/2006 | | S | | 700 | D | 138,879.7409 |

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| | | | | | | | |
|--------------|------------|---|--------|---|----------|--------------|---|
| Common Stock | | | | | \$ 54.05 | | |
| Common Stock | 05/01/2006 | S | 300 | D | \$ 54.04 | 138,579.7409 | D |
| Common Stock | 05/01/2006 | S | 800 | D | \$ 54 | 137,779.7409 | D |
| Common Stock | 05/01/2006 | S | 2,579 | D | \$ 53.96 | 135,200.7409 | D |
| Common Stock | 05/01/2006 | S | 400 | D | \$ 53.95 | 134,800.7409 | D |
| Common Stock | 05/01/2006 | S | 200 | D | \$ 53.84 | 134,600.7409 | D |
| Common Stock | 05/01/2006 | S | 200 | D | \$ 53.71 | 134,400.7409 | D |
| Common Stock | 05/01/2006 | S | 200 | D | \$ 53.64 | 134,200.7409 | D |
| Common Stock | 05/01/2006 | S | 200 | D | \$ 53.57 | 134,000.7409 | D |
| Common Stock | 05/01/2006 | S | 600 | D | \$ 53.52 | 133,400.7409 | D |
| Common Stock | 05/01/2006 | S | 1,000 | D | \$ 53.4 | 132,400.7409 | D |
| Common Stock | 05/01/2006 | S | 200 | D | \$ 53.38 | 132,200.7409 | D |
| Common Stock | 05/01/2006 | S | 800 | D | \$ 53.35 | 131,400.7409 | D |
| Common Stock | 05/01/2006 | S | 400 | D | \$ 53.28 | 131,000.7409 | D |
| Common Stock | 05/01/2006 | S | 400 | D | \$ 53.27 | 130,600.7409 | D |
| Common Stock | 05/01/2006 | S | 200 | D | \$ 53.26 | 130,400.7409 | D |
| Common Stock | 05/01/2006 | S | 200 | D | \$ 53.23 | 130,200.7409 | D |
| Common Stock | 05/01/2006 | S | 2,000 | D | \$ 53.17 | 128,200.7409 | D |
| Common Stock | 05/01/2006 | S | 200 | D | \$ 53.16 | 128,000.7409 | D |
| Common Stock | 05/01/2006 | S | 12,500 | D | \$ 53.15 | 115,500.7409 | D |
| | 05/01/2006 | S | 25,100 | D | \$ 53.1 | 90,400.7409 | D |

Common
Stock

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 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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| Option (Right to Buy) | \$ 23 | 05/01/2006 | | M ⁽²⁾ | 53,179 | 07/02/2006 ⁽¹⁾ 07/02/2012 | Common Stock 53,179 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| MARSIELLO LAWRENCE A C/O CIT GROUP INC. 1211 AVENUE OF THE AMERICAS NEW YORK, NY 10036 | | | Vice Chrmn, Chf Lending Off. | |

Signatures

/s/ Eric S. Mandelbaum, attorney-in-fact for Mr. Marsiello 05/02/2006

**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 in 25% increments on the anniversary of the grant date for a period of 4 years and shall be 100% vested on July 2, 2006.

(2) Option exercise and sale of shares in accordance with a written plan established December 16, 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.

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