**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

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1. **Title of Security (Instr. 3)**

<table>
<thead>
<tr>
<th>Date Acquired (Month/Day/Year)</th>
<th>Code</th>
<th>V</th>
<th>Amount (A) or (D)</th>
<th>Price</th>
</tr>
</thead>
<tbody>
<tr>
<td>Common Stock</td>
<td>A</td>
<td>2,485(1)</td>
<td>A</td>
<td>$0.00</td>
</tr>
<tr>
<td>Common Stock</td>
<td>A</td>
<td>2,005</td>
<td>A</td>
<td>(2)</td>
</tr>
<tr>
<td>Common Stock</td>
<td>F</td>
<td>903(3)</td>
<td>D</td>
<td>$60.15</td>
</tr>
</tbody>
</table>

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**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**

<table>
<thead>
<tr>
<th>Date Exercisable (Month/Day/Year)</th>
<th>Code</th>
<th>V</th>
<th>(A)</th>
<th>(D)</th>
<th>Date Exercisable</th>
<th>Expiration Date</th>
<th>Title</th>
<th>Amount or Number of Shares</th>
</tr>
</thead>
</table>

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**Remarks:**

SVP and President, Asia Pacific Region


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

* If the form is filed by more than one reporting person, see Instruction 4(b)(v).


Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.

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**Instruction 1(b).**

**Instruction 6.**

See Remarks

**Instruction 4(b).**

See Remarks

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**Signature of Reporting Person**

/s/ Mary Beth Gustafsson,
Secretary of ITT Inc., by
Power of Attorney for Ryan F. Flynn

03/06/2020

**Date**