**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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### Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

<table>
<thead>
<tr>
<th>1. Title of Security (Instr. 3)</th>
<th>2. Transaction Date (Month/Day/Year)</th>
<th>2A. Deemed Execution Date, if any (Month/Day/Year)</th>
<th>3. Transaction Code (Instr. 8)</th>
<th>4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)</th>
<th>5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)</th>
<th>6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)</th>
<th>7. Nature of Indirect Beneficial Ownership (Instr. 4)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Common Stock</td>
<td>03/04/2020</td>
<td>A</td>
<td>24,850(1)</td>
<td>A</td>
<td>$0.00</td>
<td>68,311</td>
<td>D</td>
</tr>
<tr>
<td>Common Stock</td>
<td>03/05/2020</td>
<td>A</td>
<td>11,741(3)</td>
<td>D</td>
<td>$60.15</td>
<td>77,550</td>
<td>D</td>
</tr>
</tbody>
</table>

**Common Stock** is held in the ITT Inc. 2019 Long-Term Incentive Compensation Plan.

**Remarks:**

1. Reflects an award of restricted stock units, all of which are scheduled to vest on March 4, 2023.
2. Acquired upon the settlement of performance units granted on February 23, 2017 as a result of the satisfaction of the performance criteria underlying the award.
3. Reflects the withholding of shares of common stock to pay the tax liability incident to the settlement of performance units on March 4, 2020, as described in footnote (2) above. The number of shares withheld was determined on March 5, 2020 based on the average of the high/low price of the issuer's common stock on March 4, 2020.

**Explanation of Responses:**

1. Reflects an award of restricted stock units, all of which are scheduled to vest on March 4, 2023.
2. Acquired upon the settlement of performance units granted on February 23, 2017 as a result of the satisfaction of the performance criteria underlying the award.
3. Reflects the withholding of shares of common stock to pay the tax liability incident to the settlement of performance units on March 4, 2020, as described in footnote (2) above. The number of shares withheld was determined on March 5, 2020 based on the average of the high/low price of the issuer's common stock on March 4, 2020.

**Remarks:**

Chief Executive Officer and President

/s/ Mary Beth Gustafsson,
Secretary of ITT Inc., by
Power of Attorney for Luca Savi

3/6/2020

**Signature of Reporting Person**

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).
** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a). 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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