**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. Name and Address of Reporting Person**

Hanna George A.

C/O ITT INC. 1133 WESTCHESTER AVENUE

WHITE PLAINS NY 10604

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**2. Issuer Name and Ticker or Trading Symbol**

ITT Inc. [ ITT ]

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**3. Date of Earliest Transaction (Month/Day/Year)**

03/04/2020

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

03/05/2020

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**5. Relationship of Reporting Person(s) to Issuer**

X Director

Other (specify below)

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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>2,945(1)</td>
<td>A</td>
<td>0.00</td>
<td>16,702,229(2)</td>
<td>D</td>
</tr>
<tr>
<td>Common Stock</td>
<td>03/04/2020</td>
<td>A</td>
<td>2,005</td>
<td>A</td>
<td>(2)</td>
<td>18,707,229(2)</td>
<td>D</td>
</tr>
<tr>
<td>Common Stock</td>
<td>03/05/2020</td>
<td>F</td>
<td>572(3)</td>
<td>D</td>
<td>$60.15</td>
<td>18,135,229(2)</td>
<td>D</td>
</tr>
<tr>
<td>Common Stock</td>
<td>03/04/2020</td>
<td>A</td>
<td>850</td>
<td>A</td>
<td>(4)</td>
<td>18,985,229(2)</td>
<td>D</td>
</tr>
<tr>
<td>Common Stock</td>
<td>03/05/2020</td>
<td>F</td>
<td>243(5)</td>
<td>D</td>
<td>$60.15</td>
<td>18,742,229(2)</td>
<td>D</td>
</tr>
<tr>
<td>Common Stock</td>
<td>03/05/2020</td>
<td>F</td>
<td>123(6)</td>
<td>D</td>
<td>$60.15</td>
<td>18,619,229(2)</td>
<td>D</td>
</tr>
</tbody>
</table>

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

(e.g., puts, calls, warrants, options, convertible securities)

<table>
<thead>
<tr>
<th>1. Title of Derivative Security (Instr. 3)</th>
<th>2. Conversion or Exercise Price of Derivative Security</th>
<th>3. Transaction Date (Month/Day/Year)</th>
<th>3A. Deemed Execution Date, if any (Month/Day/Year)</th>
<th>4. Transaction Code (Instr. 8)</th>
<th>5. Number of Derivative Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)</th>
<th>6. Date Exercisable and Expiration Date (Month/Day/Year)</th>
<th>7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)</th>
<th>8. Price of Derivative Security (Instr. 5)</th>
<th>9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)</th>
<th>10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)</th>
<th>11. Nature of Indirect Beneficial Ownership (Instr. 4)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Common Stock</td>
<td>Conversion or Exercise Price of Derivative Security</td>
<td>03/04/2020</td>
<td>A</td>
<td>2,945</td>
<td>A</td>
<td>0.00</td>
<td>16,702,229</td>
<td>D</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Common Stock</td>
<td>Conversion or Exercise Price of Derivative Security</td>
<td>03/04/2020</td>
<td>A</td>
<td>2,005</td>
<td>A</td>
<td>(2)</td>
<td>18,707,229</td>
<td>D</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Common Stock</td>
<td>Conversion or Exercise Price of Derivative Security</td>
<td>03/05/2020</td>
<td>F</td>
<td>572</td>
<td>D</td>
<td>$60.15</td>
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<td></td>
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<td>Common Stock</td>
<td>Conversion or Exercise Price of Derivative Security</td>
<td>03/04/2020</td>
<td>A</td>
<td>850</td>
<td>A</td>
<td>(4)</td>
<td>18,985,229</td>
<td>D</td>
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<td></td>
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<td>Common Stock</td>
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<td>Common Stock</td>
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<td>D</td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

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**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.
4. 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.
5. 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 (4) 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.
6. Reflects the withholding of shares of common stock to pay the tax liability incident to the vesting on March 4, 2020 of restricted stock units. 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.
7. Includes 280,229 shares under a dividend reinvestment plan.

**Remarks:**

SVP & President, Industrial Process

/\ Mary Beth Gustafsson, Secretary of ITT Inc., by Power of Attorney for George A. Hanna

03/06/2020

**Signature of Reporting Person** Date

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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.

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