

CIT GROUP INC

Form 4

August 03, 2006

**FORM 4**
**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

Check this box  
if no longer  
subject to  
Section 16.  
Form 4 or  
Form 5  
obligations  
may continue.  
See Instruction  
1(b).

**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

## OMB APPROVAL

OMB  
Number: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
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(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)

08/01/2006

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
\_\_\_\_X\_\_\_\_ Officer (give title \_\_\_\_\_ Other (specify  
below) below)

Vice Chrmn, Chf Lending Off.

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_\_\_X\_\_\_\_ 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 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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	08/01/2006		M <sup>(2)</sup>	53,179 A	\$ 23 117,408.878	D	
Common Stock	08/01/2006		S	5,700 D	\$ 44.7 111,708.878	D	
Common Stock	08/01/2006		S	900 D	\$ 44.73 110,808.878	D	
Common Stock	08/01/2006		S	900 D	\$ 44.74 109,908.878	D	
Common Stock	08/01/2006		S	1,200 D	\$ 44.75 108,708.878	D	

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Common Stock	08/01/2006	S	900	D	\$ 44.76	107,808.878	D
Common Stock	08/01/2006	S	100	D	\$ 44.79	107,708.878	D
Common Stock	08/01/2006	S	100	D	\$ 44.8	107,608.878	D
Common Stock	08/01/2006	S	100	D	\$ 44.88	107,508.878	D
Common Stock	08/01/2006	S	400	D	\$ 44.9	107,108.878	D
Common Stock	08/01/2006	S	700	D	\$ 44.97	106,408.878	D
Common Stock	08/01/2006	S	1,600	D	\$ 45	104,808.878	D
Common Stock	08/01/2006	S	500	D	\$ 45.01	104,308.878	D
Common Stock	08/01/2006	S	1,100	D	\$ 45.02	103,208.878	D
Common Stock	08/01/2006	S	500	D	\$ 45.04	102,708.878	D
Common Stock	08/01/2006	S	100	D	\$ 45.05	102,608.878	D
Common Stock	08/01/2006	S	700	D	\$ 45.07	101,908.878	D
Common Stock	08/01/2006	S	900	D	\$ 45.08	101,008.878	D
Common Stock	08/01/2006	S	600	D	\$ 45.09	100,408.878	D
Common Stock	08/01/2006	S	1,600	D	\$ 45.1	98,808.878	D
Common Stock	08/01/2006	S	200	D	\$ 45.11	98,608.878	D
Common Stock	08/01/2006	S	700	D	\$ 45.12	97,908.878	D
Common Stock	08/01/2006	S	100	D	\$ 45.13	97,808.878	D
Common Stock	08/01/2006	S	200	D	\$ 45.14	97,608.878	D
Common Stock	08/01/2006	S	1,100	D	\$ 45.16	96,508.878	D
	08/01/2006	S	100	D		96,408.878	D

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Common Stock					\$ 45.17		
Common Stock	08/01/2006	S	700	D	\$ 45.18	95,708.878	D
Common Stock	08/01/2006	S	1,400	D	\$ 45.19	94,308.878	D
Common Stock	08/01/2006	S	500	D	\$ 45.2	93,808.878	D

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

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SEC 1474  
(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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Option (Right to Buy)	\$ 23	08/01/2006		M <sup>(2)</sup>		53,179		07/02/2006 <sup>(1)</sup>	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/ James P. Shanahan, attorney-in-fact for Mr.  
Marsiello

08/02/2006

<sup>(1)</sup>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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