

ITT CORP
Form DEFA14A
March 27, 2009

SCHEDULE 14A
(Rule 14a-101)
INFORMATION REQUIRED IN PROXY STATEMENT

SCHEDULE 14A INFORMATION

**Proxy Statement Pursuant to Section 14(a) of the Securities
Exchange Act of 1934 (Amendment No.1)**

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to Rule 14a-12
- Confidential, for the Use of the Commission Only (as permitted by Rule 14a-6(e)(2))

ITT Corporation
(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

No fee required.

Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

- (1) Title of each class of securities to which transaction applies:
- (2) Aggregate number of securities to which transaction applies:
- (3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (Set forth the amount on which the filing fee is calculated and state how it was determined):
- (4) Proposed maximum aggregate value of transaction:
- (5) Total fee paid:

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- o Fee paid previously with preliminary materials.
 - o Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.
 - (1) Amount Previously Paid:
 - (2) Form, Schedule or Registration Statement No.:
 - (3) Filing Party:
 - (4) Date Filed:
-

ITT CORPORATION

**** IMPORTANT NOTICE ****

Regarding the Availability of Proxy Materials

You are receiving this communication because you hold shares in the above company, and the materials you should review before you cast your vote are now available.

This communication presents only an overview of the more complete proxy materials that are available to you on the Internet. We encourage you to access and review all of the important information contained in the proxy materials before voting.

Shareholder Meeting to be held on 05/12/09

Proxy Materials Available

Notice and Proxy Statement
2008 Annual Report
Form 10-K

PROXY MATERIALS - VIEW OR RECEIVE

You can choose to view the materials online or receive a paper or e-mail copy. There is NO charge for requesting a copy. Requests, instructions and other inquiries will NOT be forwarded to your investment advisor.

To facilitate timely delivery please make the request as instructed below on or before 04/28/09.

HOW TO VIEW MATERIALS VIA THE INTERNET

Have the 12 Digit Control Number available and visit: <https://www.proxydocs.com/itt>

HOW TO REQUEST A COPY OF MATERIALS

- 1) BY INTERNET - www.proxyvote.com
- 2) BY TELEPHONE - 1-800-579-1639
- 3) BY E-MAIL* - sendmaterial@proxyvote.com

*If requesting materials by e-mail, please send a blank e-mail with the 12 Digit Control Number (located on the following page) available in the subject line.

See the Reverse Side for Meeting Information and Instructions on How to Vote

Meeting Information

| | |
|--------------------|----------------|
| Meeting Type: | Annual |
| Meeting Date: | May 12, 2009 |
| Meeting Time: | 10:30 A.M. ET |
| For holders as of: | March 16, 2009 |

Meeting Location:

1133 Westchester Avenue
White Plains, NY 10604-3543

How To Vote

Vote In Person

You can gain entrance to the shareholder meeting by producing the attached Admission Ticket. During the Meeting you will need to request a ballot to vote these shares.

Vote By Internet

To vote *now* by Internet, go to **WWW.PROXYVOTE.COM**. Use the Internet to transmit your voting instructions and for electronic delivery of information up until 11:59 P.M. Eastern Time the day before the Annual Meeting date, May 12, 2009. Have your notice in hand when you access the web site and follow the instructions.

ADMISSION TICKET

This is notice of your invitation to attend the Annual Meeting of shareholders of ITT Corporation to be held on Tuesday May 12, 2009 at 10:30 a.m. Eastern Time at 1133 Westchester Avenue, White Plains, New York 10604.

You should present this Admission Ticket in order to gain admittance to the Annual Meeting. This ticket admits only the shareholder listed on the reverse side and is not transferable.

Voting items

**THE BOARD OF DIRECTORS RECOMMENDS
A VOTE FOR PROPOSALS 1 AND 2.**

1. Election of ten members of the Board of Directors.

Nominees:

- | | |
|-------------------------|---------------------------|
| 01) Steven R. Loranger, | 06) Paul J. Kern, |
| 02) Curtis J. Crawford, | 07) Frank T. MacInnis, |
| 03) Christina A. Gold, | 08) Surya N. Mohapatra, |
| 04) Ralph F. Hake, | 09) Linda S. Sanford, and |
| 05) John J. Hamre, | 10) Markos I. Tambakeras |

2. Ratification of the appointment of Deloitte & Touche LLP as ITT's Independent Registered Public Accounting Firm for 2009.

THE BOARD OF DIRECTORS RECOMMENDS YOU VOTE AGAINST AGENDA ITEM 3.

3. To vote on a shareholder proposal, if properly presented at the meeting, requesting that the Company provide a comprehensive report at a reasonable cost and omitting proprietary and classified information of the Company's foreign sales of military and weapons-related products and services.