



DIVISION OF
CORPORATION FINANCE

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549-4561

February 28, 2011

Burt M. Fealing
Vice President and Corporate Secretary
ITT Corporation
1133 Westchester Avenue
White Plains, NY 10604

Re: ITT Corporation
Incoming letter dated January 4, 2011

Dear Mr. Fealing:

This is in response to your letters dated January 4, 2011 and February 25, 2011 concerning the shareholder proposal submitted to ITT by John Chevedden. We also have received letters from the proponent dated January 5, 2011 and January 9, 2011. Our response is attached to the enclosed photocopy of your correspondence. By doing this, we avoid having to recite or summarize the facts set forth in the correspondence. Copies of all of the correspondence also will be provided to the proponent.

In connection with this matter, your attention is directed to the enclosure, which sets forth a brief discussion of the Division's informal procedures regarding shareholder proposals.

Sincerely,

Gregory S. Belliston
Special Counsel

Enclosures

cc: John Chevedden

February 28, 2011

**Response of the Office of Chief Counsel
Division of Corporation Finance**

Re: ITT Corporation
Incoming letter dated January 4, 2011

The proposal asks the board to take the steps necessary unilaterally (to the fullest extent permitted by law) to amend the bylaws and each appropriate governing document to give holders of 10% of the company's outstanding common stock (or the lowest percentage permitted by law above 10%) the power to call a special shareholder meeting.

There appears to be some basis for your view that ITT may exclude the proposal under rule 14a-8(i)(9). You represent that matters to be voted on at the upcoming shareholders' meeting include a proposal sponsored by ITT to amend ITT's Restated Articles of Incorporation to provide that a special meeting of shareholders may be called upon the written request of shareholders having at least 35% of the voting power of the outstanding shares of capital stock of ITT. You indicate that the proposal and the proposal sponsored by ITT directly conflict. You also indicate that inclusion of both proposals would present alternative and conflicting decisions for the shareholders, and a vote on both proposals would produce inconsistent and ambiguous results. Accordingly, we will not recommend enforcement action to the Commission if ITT omits the proposal from its proxy materials in reliance on rule 14a-8(i)(9).

Sincerely,

Carmen Moncada-Ferry
Special Counsel

**DIVISION OF CORPORATION FINANCE
INFORMAL PROCEDURES REGARDING SHAREHOLDER PROPOSALS**

The Division of Corporation Finance believes that its responsibility with respect to matters arising under Rule 14a-8 [17 CFR 240.14a-8], as with other matters under the proxy rules, is to aid those who must comply with the rule by offering informal advice and suggestions and to determine, initially, whether or not it may be appropriate in a particular matter to recommend enforcement action to the Commission. In connection with a shareholder proposal under Rule 14a-8, the Division's staff considers the information furnished to it by the Company in support of its intention to exclude the proposals from the Company's proxy materials, as well as any information furnished by the proponent or the proponent's representative.

Although Rule 14a-8(k) does not require any communications from shareholders to the Commission's staff, the staff will always consider information concerning alleged violations of the statutes administered by the Commission, including argument as to whether or not activities proposed to be taken would be violative of the statute or rule involved. The receipt by the staff of such information, however, should not be construed as changing the staff's informal procedures and proxy review into a formal or adversary procedure.

It is important to note that the staff's and Commission's no-action responses to Rule 14a-8(j) submissions reflect only informal views. The determinations reached in these no-action letters do not and cannot adjudicate the merits of a company's position with respect to the proposal. Only a court such as a U.S. District Court can decide whether a company is obligated to include shareholder proposals in its proxy materials. Accordingly a discretionary determination not to recommend or take Commission enforcement action, does not preclude a proponent, or any shareholder of a company, from pursuing any rights he or she may have against the company in court, should the management omit the proposal from the company's proxy material.



Burt M. Fealing
Vice President
and Corporate Secretary

ITT Corporation

1133 Westchester Avenue
White Plains, NY 10604
tel 914 641 2041
fax 914 696 2970
burt.fealing@itt.com

February 25, 2011

BY EMAIL

Office of Chief Counsel
Division of Corporation Finance
Securities and Exchange Commission
100 F Street, N.E.
Washington, D.C. 20549
shareholderproposals@sec.gov

**Re: ITT Corporation- Supplemental Letter Regarding the Shareholder Proposal
Submitted by John Chevedden**

Ladies and Gentlemen:

On January 4, 2011, we submitted a letter (the "No-Action Request") on behalf of ITT Corporation, an Indiana corporation (the "Company"), pursuant to Rule 14a-8(j) under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), notifying the staff of the Division of Corporation Finance (the "Staff") of the Securities and Exchange Commission that the Company intends to omit from its proxy materials for its 2011 Annual Meeting of Shareholders (the "2011 Proxy Materials") a shareholder proposal and supporting statement submitted to the Company by Mr. John Chevedden (the "Proponent") by letter dated November 16, 2010 (the "Shareholder Proposal") and requesting that the Staff concur in the Company's view that the Shareholder Proposal may be properly excluded from the 2011 Proxy Materials.

As promised in our No-Action Request, we are submitting this supplement to the No-Action Request in order to notify the Staff that on February 23, 2011, the Board of Directors of the Company (the "Board") approved, and recommended that shareholders approve at the 2011 Annual Meeting, an amendment to the Company's Restated Articles of Incorporation (the "Amendment") to provide that a special meeting of shareholders may be called by the Secretary of the Company upon the written request of shareholders of record having, as of the date of such special meeting request, at least 35% of the voting power (excluding derivative securities from the determination of satisfaction of such threshold in order to ensure that the shareholder(s) seeking to call a special meeting have a true economic interest in the Company) of the outstanding shares of capital stock of the Company entitled to vote on the matter or matters to be brought before the proposed special meeting (provided that such special meeting request complies and is in accordance with the By-laws of the Company).

The Company intends to include a proposal seeking shareholders' approval of the Amendment (the "Company Proposal") in the Company's 2011 Proxy Materials, with respect to which the Company expects to file a Preliminary Proxy Statement on or around March 8, 2011. Accordingly, we respectfully request that the Staff concur in the Company's view that the Shareholder Proposal may be excluded from the Company's 2011 Proxy Materials pursuant to Rule 14a-8(i)(9) of the Exchange Act because the Shareholder Proposal directly conflicts with a Company-sponsored proposal that the Company intends to include in its 2011 Proxy Materials and to submit to shareholders at the same meeting, and confirm that it will take no action against the Company if it omits the Shareholder Proposal from its 2011 Proxy Materials on that basis, and as is further explained in our No-Action Request.

We also would like to respond to the correspondence from the Proponent, dated January 9, 2011, regarding the No-Action Request in which the Proponent suggests that the Board either (i) modify its proposal to give shareholders the opportunity to vote to determine if the threshold percentage to call a special meeting should be 10%, 25% or 35% in 2011 Proxy Materials or (ii) include the Shareholder Proposal in the 2011 Proxy Materials.

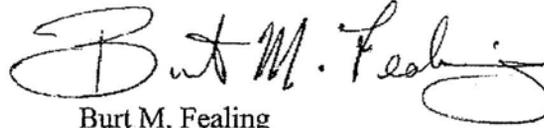
The Board believes that calling a special meeting of shareholders is not a matter to be taken lightly. The Board and the Nominating and Governance Committee have considered the Shareholder Proposal on numerous occasions and have determined that establishing an ownership threshold of, and economic interest in, at least 35% of the voting power of the outstanding shares of capital stock of the Company in order for shareholders to request a special meeting strikes an appropriate balance between enhancing the rights of shareholders and seeking to avoid the situations that could arise if the threshold were set too low. Organizing and preparing for a special meeting involves significant management commitment of time and focus, and imposes substantial legal, administrative and distribution costs. The Board believes that setting the threshold too low carries a risk of frequent meeting requests, potentially covering agenda items relevant to particular constituencies as opposed to shareholders generally, with attendant significant cost, management distraction and diversion of other corporate resources. The Board therefore has concluded that a lower threshold would not be in the best interest of shareholders and accordingly has chosen to propose a threshold percentage of 35%.

Accordingly, any of the Proponent's above suggestions would directly conflict with the Company Proposal for the reasons set forth in the No-Action Request, as supplemented herein, and therefore may be excluded pursuant to Rule 14a-8(i)(9) of the Exchange Act because each would directly conflict with a proposal to be submitted by the Company at its 2011 Annual Meeting.

Based upon the foregoing analysis and the fact that Board has approved the Company Proposal and intends to include it in the 2011 Proxy Materials, we respectfully request that the Staff concur that it will not recommend enforcement action to the Commission if the Company excludes the Shareholder Proposal from its 2011 Proxy Materials.

We would be happy to provide you with any additional information and answer any questions that you may have regarding this subject. If we can be of any further assistance in this matter, please do not hesitate to contact me at (914) 641-2041 or our General Counsel, Frank Jimenez, at (914) 641-2106.

Respectfully,

A handwritten signature in cursive script that reads "Burt M. Fealing". The signature is written in black ink and is positioned above the printed name.

Burt M. Fealing

cc: John Chevedden

JOHN CHEVEDDEN

*** FISMA & OMB Memorandum M-07-16 ***

*** FISMA & OMB Memorandum M-07-16 ***

January 9, 2011

Office of Chief Counsel
Division of Corporation Finance
Securities and Exchange Commission
100 F Street, NE
Washington, DC 20549

2 Rule 14a-8 Proposal
ITT Corporation (ITT)
Special Meeting Topic at 10%
John Chevedden

Ladies and Gentlemen:

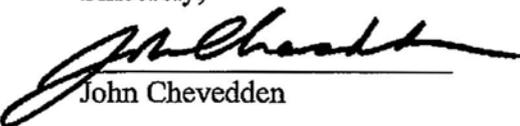
This responds further to the January 4, 2011 request to block this rule 14a-8 proposal.

Since the company cannot decide until February 23, 2011 on the percentage of shareholders to call a special meetings at least one potential remedy would be to give shareholders the opportunity to vote in one proposal on choosing 10%, 25% or 35% of shareholders to be able to call a special meeting, like the modified attachment involving another topic, which may be used frequently in 2011.

Additionally the company has not indicated a need for a decision on its no action request before February 23, 2011.

This is to request that the Securities and Exchange Commission allow this resolution to stand and be voted upon in the 2011 proxy (unless the company were to modify its proposal as suggested above).

Sincerely,


John Chevedden

cc:

Burt Fealing <burt.fealing@itt.com>

JOHN CHEVEDDEN

*** FISMA & OMB Memorandum M-07-16 ***

*** FISMA & OMB Memorandum M-07-16 ***

January 5, 2011

Office of Chief Counsel
Division of Corporation Finance
Securities and Exchange Commission
100 F Street, NE
Washington, DC 20549

1 Rule 14a-8 Proposal
ITT Corporation (ITT)
Simple Majority Vote
John Chevedden

Ladies and Gentlemen:

This responds to the January 4, 2011 request to block this rule 14a-8 proposal on the issue of correct information. Information will be forwarded separately on the one other company issue.

No action relief on the same topic, that previously won a 60% vote at a company, does not erase any prior 60%-vote at that company.

Attached are information pages from The Corporate Library that show the 6% to 8% negative votes received by the members of the Audit committee and the Executive Pay Committee (Compensation and Personnel Committee).

Attached are two information pages from The Corporate Library that show that the company does not have a Lead Director. The company does not explain why it would have a Lead Director who does not have the title of Lead Director. The listing of the responsibilities of the Presiding Director seem to be short compared to the typical responsibilities of a Lead Director.

This is to request that the Securities and Exchange Commission allow this resolution to stand and be voted upon in the 2011 proxy.

Sincerely,


John Chevedden

cc:

Burt Fealing <burt.fealing@itt.com>

All Current and Retired Directors											
Name	<input type="checkbox"/> Age	Tenure	Boards	Status	<input type="checkbox"/> Relationship	<input type="checkbox"/> Shares Held	<input type="checkbox"/> Shares Rptd	Votes For(%)	Votes Against %	Vote Proxy Year	
<u>Christina A. Gold</u>	62	13	2	Active	Outside	24,707	44,345	92.48%	7.52%	2010	No
<u>Curtis J. Crawford Ph.D.</u>	62	14	3	Active	Outside	35,206	54,844	96.99%	3.01%	2010	No
<u>Frank T. MacInnis</u>	63	9	3	Active	Outside	18,302	37,940	91.46%	8.54%	2010	No
<u>General Paul J. Kern</u>	64	2	2	Active	Outside	3,211	5,275	98.78%	1.22%	2010	No
<u>John J. Hamre Ph.D.</u> <input type="checkbox"/>	60	10	3	Active	Outside	20,842	40,480	98.73%	1.27%	2010	Yes
<u>Linda S. Sanford</u>	57	12	1	Active	Outside	25,662	45,300	92.39%	7.61%	2010	No
<u>Markos I. Tambakeras</u>	59	9	2	Active	Outside	17,316	36,954	98.62%	1.38%	2010	No
<u>Ralph F. Hake</u> <input checked="" type="checkbox"/>	61	8	3	Active	Outside	15,243	31,321	92.52%	7.48%	2010	No
<u>Steven R. Loranger</u> CEO COB <input type="checkbox"/>	58	6	2	Active	Inside	294,777	833,412	97.48%	2.52%	2010	Yes
<u>Surva N. Mohapatra Ph.D.</u> <input type="checkbox"/>	60	2	2	Active	Outside	5,892	9,644	93.58%	6.42%	2010	Yes
<u>Louis J. Giuliano</u>	62	3	0	Retired	Inside	20,141	200,141		%		No
<u>Rand V. Araskog</u>	78	27	1	Retired	Outside Related	111,524	112,521		%		No
<u>Raymond W. LeBoeuf</u>	63	8	1	Retired	Outside	19,515	33,042	99.09%	0.91%	2007	No

= Flagged Director 1x, = Flagged Director 2x, = Is a CEO, = Designated Financial Expert, COB=Chairman, LD=Lead Director

* Indicates that voting results are preliminary

Current directors only All current and retired directors

CURRENT COMMITTEE ASSIGNMENTS

Audit Committee (met 8 time(s) last year)				
Name	Age	Board Tenure	Committee Status (see below)	Relationship
Christina A. Gold	77%	62	X	Outside
Ralph F. Hake <input checked="" type="checkbox"/>	77%	61	X	Outside
Frank T. MacInnis	87%	63	C	Outside
Surya N. Mohapatra Ph.D. <input checked="" type="checkbox"/>	6%	60	X	Outside
Linda S. Sanford	7%	57	X	Outside
Compensation & Personnel Committee (met 5 time(s) last year)				
Name	Age	Board Tenure	Committee Status (see below)	Relationship
Curtis J. Crawford Ph.D.		62	X	Outside
Ralph F. Hake	77%	61	X	Outside
Frank T. MacInnis	87%	63	X	Outside
Linda S. Sanford	77%	57	C	Outside
Corporate Governance & Nominating Committee (met 4 time(s) last year)				
Name	Age	Board Tenure	Committee Status (see below)	Relationship
Curtis J. Crawford Ph.D.		62	X	Outside
John J. Hamre Ph.D. <input checked="" type="checkbox"/>		60	C	Outside
Paul J. Kern		64	X	Outside
Markos I. Tambakeras		59	X	Outside
Corporate Responsibility Committee (met 1 time(s) last year)				
Name	Age	Board Tenure	Committee Status (see below)	Relationship
John J. Hamre Ph.D. <input checked="" type="checkbox"/>		60	C	Outside
Linda S. Sanford		57	X	Outside
Markos I. Tambakeras		59	X	Outside
Special Litigation Committee (met an undisclosed number of time(s) last year).				
Name	Age	Board Tenure	Committee Status (see below)	Relationship
Curtis J. Crawford Ph.D.		62	X	Outside
Frank T. MacInnis		63	X	Outside
Strategy & Finance Committee (met 4 time(s) last year)				
Name	Age	Board Tenure	Committee Status (see below)	Relationship
Christina A. Gold		62	X	Outside
John J. Hamre Ph.D. <input checked="" type="checkbox"/>		60	X	Outside
Paul J. Kern		64	X	Outside
Surya N. Mohapatra Ph.D. <input checked="" type="checkbox"/>		60	X	Outside
Markos I. Tambakeras		59	C	Outside

= Flagged Director 1x, = Flagged Director 2x, = Is a CEO, = Designated Financial Expert, COB=Chairman, LD=Lead Director

X=Member, C=Chairman, A=Alternate Member, N=Non-Voting Member, E=Emeritus, LD=Lead Director, COB=Chairman

GOVERNANCE PRACTICES HIGHLIGHTS



Does the board have an outside majority?	Yes
Is the CEO the only executive member of the board?	Yes
Is the board elected in staggered classes?	No
Does the company have multiple classes of stock with disparate voting rights?	No
How many directors are on this board?	10
Can shareholders cumulate their votes when electing directors?	No
What percent of directors sit on more than 4 rated company boards?	0%
How many directorships does the CEO hold, including this one?	2
Is the Chairman an independent, outside director?	No
Has the company named an individual as Lead Director ?	No
Is a formal governance policy available on the company's website?	Yes
What percent of directors failed basic attendance standards?	0%
What percent of directors received 10% or more withhold votes?	0%
What is the company's director election requirement?	Majority
Is one non-executive meeting held for every regular board meeting?	
What % of directors with over 2 years tenure beneficially own shares?	100%
Does the company have formal director equity holding requirements?	Yes
Is the Nominating Committee independent (no inside members)?	Yes
Is the Compensation Committee independent (no inside members)?	Yes
Is the Audit Committee independent (no inside members)?	Yes
Has an Audit Committee member been designated 'financial expert'?	Yes
What percent of the total fees paid to the auditor were audit-related?	87%
Can shareholders fill board vacancies?	No
Are there any supermajority vote requirements to amend the charter?	No
Are there any supermajority vote requirements to amend the bylaws?	No
What voting percent is required to approve a merger?	51%
What voting percent is required to act by written consent?	100%
What voting percent is required to call a special meeting?	0%
Is the special meeting rule more or less restrictive than state law?	Same
Is the written consent rule more or less restrictive than state law?	Same
Is the company subject to a non-shareholder constituency provision?	Yes
Does the company have an active poison pill?	No
Is the company subject to a control share acquisition provision?	Yes
Is the company subject to a fair price provision?	No
Is the company subject to a business combination provision?	Yes
Is the current option granting run rate less than 2%?	

<< Show Director Flags

ABOUT THE BOARD

Chairman of the Board:	Steven R. Loranger
Lead Director:	
Lead Director Notes:	The Independent Presiding Director chairs regular meetings of the independent directors, including presiding over executive sessions. The Board of Directors has selected Ralph F. Hake as its Independent Presiding Director, to serve a one-year term, expiring in May 2010.
Formal Governance Policy Available?	Yes
Business Ethics Policy Available?	Yes
Full Board Meetings Held Last Year:	6
Non-Executive Director Mtgs Held Last Year:	
Classified Board Elections?	No
Director Election Standard:	Majority
Independent Audit Committee?	Yes
Independent Comp Committee?	Yes
Independent Nominating Committee?	Yes
Board Has Outside Majority?	Yes
Total Directors:	10
Inside Directors:	1
Outside Directors:	9
Outside Related Directors:	0
Directors Over 70:	0
Directors With Over 15yrs Tenure:	0
Female Directors:	2
<input type="checkbox"/> Directors On More than 4 Covered Boards:	0
<input type="checkbox"/> Directors Who Are CEOs of a Covered Company:	4
Directors Who Failed Min Attendance:	0
Directors Who Own Zero Shares:	0
Flagged Directors:	0

Board Compensation

Board Leadership

The Board has considered the leadership structure of the Company and has determined that the chief executive officer of the Company shall also serve as the Chairman of the Board of Directors. The Board feels that the combination of these two roles provides efficient and effective use of resources and that Mr. Loranger's position as Chief Executive Officer gives him unique and valuable insight into matters addressed by the Board of Directors. The Board also believes that it is important for long-term and short-term strategies to be controlled by a singular executive. However, the Board of Directors appoints an Independent Presiding Director, whose position is described more fully at Section III.G. of the Board's Corporate Governance Principles, <http://www.itt.com/responsibility/governance/principles/>. The Independent Presiding Director is available to address issues or concerns raised by other Non-Management Directors, senior executives or major shareholders not readily addressable directly to the Chairman,

[ITT: Rule 14a-8 Proposal, November 16, 2010]

3* – Special Shareowner Meetings

RESOLVED, Shareowners ask our board to take the steps necessary unilaterally (to the fullest extent permitted by law) to amend our bylaws and each appropriate governing document to give holders of 10% of our outstanding common stock (or the lowest percentage permitted by law above 10%) the power to call a special shareowner meeting.

This includes that such bylaw and/or charter text will not have any exception or exclusion conditions (to the fullest extent permitted by law) in regard to calling a special meeting that apply only to shareowners but not to management and/or the board.

Special meetings allow shareowners to vote on important matters, such as electing new directors, that can arise between annual meetings. If shareowners cannot call special meetings, management may become insulated and investor returns may suffer. Shareowner input on the timing of shareowner meetings is especially important during a major restructuring – when events unfold quickly and issues may become moot by the next annual meeting. This proposal does not impact our board's current power to call a special meeting.

This proposal topic won more than 60% support at CVS Caremark, Sprint, Safeway, Motorola and R. R. Donnelley.

We gave 52%-support to the 2010 shareholder proposal on this same topic. The Council of Institutional Investors www.cii.org recommends that management adopt a shareholder proposal upon receiving its first 50%-plus vote.

The merit of this Special Shareowner Meeting proposal should also be considered in the context of the need for additional improvement in our company's 2010 reported corporate governance status:

The Corporate Library www.thecorporatelibrary.com, an independent investment research firm rated our company "High Concern" in executive pay – \$13 million for CEO Steven Loranger.

Two-thirds of equity awards under our company's long-term incentive program consisted of equity grants that were not truly performance-based. Plus TSR awards paid out on sub-median performance. CEO Loranger's change in pension value and deferred pay in 2009 was nearly \$5 million, well over double the base salaries of the other ITT named executive officers.

Mr. Loranger received a 2009 grant of 165,000 options at an exercise price of only \$33, the relative nadir of our share price over the past five years. Market priced stock options can be rewarding due to a rising market alone, regardless of CEO performance. Finally, our CEO was entitled to nearly \$11 million in cash severance and \$9 million in tax gross-ups in the event of a change in control.

Each member on our Audit and Executive Pay Committees attracted 6% to 8% in negative votes compared to 1% to 3% for other directors. Four of the 9 seats on these two Committees represented more than 12-year tenure. As tenure increases independence declines.

We also had no shareholder right to act by written consent, no independent board chairman or even a Lead Director.

Please encourage our board to respond positively to this proposal to help turnaround the above

type practices. **Special Shareowner Meetings – Yes on 3.***

Notes:

John Chevedden,
proposal.

*** FISMA & OMB Memorandum M-07-16 ***

sponsored this

Please note that the title of the proposal is part of the proposal.

*Number to be assigned by the company.

This proposal is believed to conform with Staff Legal Bulletin No. 14B (CF), September 15, 2004 including (emphasis added):

Accordingly, going forward, we believe that it would not be appropriate for companies to exclude supporting statement language and/or an entire proposal in reliance on rule 14a-8(l)(3) in the following circumstances:

- the company objects to factual assertions because they are not supported;
- the company objects to factual assertions that, while not materially false or misleading, may be disputed or countered;
- the company objects to factual assertions because those assertions may be interpreted by shareholders in a manner that is unfavorable to the company, its directors, or its officers; and/or
- the company objects to statements because they represent the opinion of the shareholder proponent or a referenced source, but the statements are not identified specifically as such.

We believe that it is appropriate under rule 14a-8 for companies to address these objections in their statements of opposition.

See also: Sun Microsystems, Inc. (July 21, 2005).

Stock will be held until after the annual meeting and the proposal will be presented at the annual meeting. Please acknowledge this proposal promptly by email |

*** FISMA & OMB Memorandum M-07-16 ***



Burt M. Fealing
Vice President
and Corporate Secretary

ITT Corporation

1133 Westchester Avenue
White Plains, NY 10604
tel 914 641 2041
fax 914 696 2970
burt.fealing@itt.com

January 4, 2011

BY EMAIL

Office of Chief Counsel
Division of Corporation Finance
Securities and Exchange Commission
100 F Street, N.E.
Washington, D.C. 20549
shareholderproposals@sec.gov

Re: ITT Corporation- Shareholder Proposal Submitted by John Chevedden

Ladies and Gentlemen:

On behalf of ITT Corporation, an Indiana corporation (“ITT” or the “Company”), and pursuant to Rule 14a-8(j) under the Securities Exchange Act of 1934, as amended (the “Exchange Act”), we hereby notify the staff of the Division of Corporation Finance (the “Staff”) of the Securities and Exchange Commission (the “Commission”) that the Company intends to omit from its proxy materials for its 2011 Annual Meeting of Shareholders (the “2011 Proxy Materials”) a shareholder proposal and supporting statement submitted to the Company by Mr. John Chevedden (the “Proponent”) by letter dated November 16, 2010 (the “Shareholder Proposal”).

In accordance with the guidance found in Staff Legal Bulletin 14D and Rule 14a-8(j), we have filed this letter via electronic submission with the Commission. A copy of this letter and its exhibits is being mailed to the Proponent to notify him on behalf of the Company of its intention to omit the Shareholder Proposal from its 2011 Proxy Materials.

The Shareholder Proposal

The Shareholder Proposal requests the following:

“Resolved, Shareowners ask our board to take the steps necessary unilaterally (to the fullest extent permitted by law) to amend our bylaws and each appropriate governing document to give holders of 10% of our outstanding common stock (or the lowest percentage permitted by law above 10%) the power to call a special shareowner meeting.

This includes that such bylaw and/or charter text will not have any exception or exclusion conditions (to the fullest extent permitted by law) in regard to calling a

special meeting that apply only to shareowners but not to management and/or the board.”

A copy of the Shareholder Proposal and its supporting statement is attached to this letter as Exhibit A.

Basis for Exclusion

On behalf of the Company, we respectfully request that the Staff concur in the Company's view that the Proposal may be excluded from the Company's 2011 Proxy Materials pursuant to Rule 14a-8(i)(9) because the Shareholder Proposal directly conflicts with a Company-sponsored proposal that ITT presently intends to include in the 2011 Proxy Materials and to submit to shareholders at the same meeting, and confirm that it will take no action against the Company if it omits the Shareholder Proposal from its 2011 Proxy Materials on that basis.

On December 10, 2010, the Nominating and Governance Committee of the Board of Directors of the Company (the "Board") recommended that the Board adopt for presentation to ITT's shareholders a proposal seeking shareholder approval of an amendment to the Company's current articles of incorporation and an amendment to the Company's current by-laws to enable shareholders owning a defined percentage (the "Threshold Percentage") of the Company's outstanding common stock to call special meetings of shareholders. The Threshold Percentage will be a single percentage determined by the Board at its meeting currently scheduled for February 23, 2011 and, as recommended by the Nominating and Governance Committee, will be at least 25% and no greater than 35% (collectively the "Company Proposal"). Accordingly, we are requesting that the Staff concur that the Company may exclude the Shareholder Proposal from the 2011 Proxy Materials, on the basis that the Shareholder Proposal will directly conflict with the Company Proposal. We will supplement this request immediately following the Board meeting on February 23, 2011, to confirm that the Board has adopted the Company Proposal at the Threshold Percentage for inclusion in the 2011 Proxy materials.

Alternatively, the Shareholder Proposal can be excluded because it contains false and misleading statements in violation of Rule 14a-8(i)(3) under the Exchange Act.

Analysis

The Shareholder Proposal may be excluded pursuant to Rule 14a-8(i)(9) because it directly conflicts with a proposal to be submitted by the Company at its 2011 Annual Meeting.

Pursuant to Rule 14a-8(i)(9), a company may exclude a proposal from its proxy materials "if the proposal directly conflicts with one of the company's own proposals to be submitted to shareholders at the same meeting." The Commission has stated that the proposals need not be "identical in scope or focus" for this provision to be available. See Exchange Act Release No. 34-40018, at n.27 (May 21, 1998).

The Shareholder Proposal requests that the Board take the steps necessary to amend the Company's governing documents to give holders of 10% of the Company's outstanding common

stock (or the lowest percentage allowed by law above 10%) the power to call a special shareowner meeting.

Currently, neither the Company's articles of incorporation nor its by-laws contain a provision permitting shareholders to call a special meeting. Article Fifth of the Company's restated articles of incorporation and Section 1.4 of the Company's by-laws provide that special meetings of shareholders of the Company may be called only by the Chairman of the Board of Directors or by a majority vote of the entire Board of Directors. On December 10, 2010, the Board's Nominating and Governance Committee recommended that the Board approve the Company Proposal for presentation to shareholders at the 2011 Annual Meeting. Management of the Company expects that the Board will approve the Company Proposal and decide the Threshold Percentage, which will be a single percentage no lower than 25% and no higher than 35%, at its meeting on February 23, 2011. If approved and adopted by the Company's shareholders, the Company Proposal will result in shareholders owning not less than the Threshold Percentage of the Company's outstanding common stock having the power to call special meetings of shareholders. Accordingly, if the Board follows the recommendation of the Nominating and Governance Committee and approves the Company Proposal and includes it in the 2011 Proxy Materials, the Shareholder Proposal would directly conflict with the Company Proposal because the two proposals relate to the same subject matter (the ability to call a special shareholder meeting) but contain different threshold levels for the percentage of shares required to call special shareholder meetings.

The Staff has consistently taken the position that a shareholder proposal may be properly excluded under Rule 14a-8(i)(9) if the shareholder proposal and a company-sponsored proposal present alternative and conflicting decisions for shareholders and submitting both matters for shareholder vote could produce inconsistent and ambiguous results. The Staff has consistently granted no-action relief under Rule 14a-8(i)(9) where a shareholder-sponsored special meeting proposal contains an ownership threshold that differs from a company-sponsored special meeting proposal, because submitting both proposals to a shareholder vote would present alternative and conflicting decisions for shareholders. For example, in *Hain Celestial Group, Inc.* (available September 16, 2010), the Staff permitted the exclusion of a shareholder proposal requesting that Hain Celestial Group, Inc. ("Hain") amend its relevant governing documents to give holders of 10% of Hain's outstanding common stock (or the lowest percentage allowed by law above 10%) the power to call a special meeting. The Staff noted that Hain represented that it intended to include a board-sponsored proposal to amend Hain's by-laws to give holders of 25% of Hain's outstanding common stock the power to call a special meeting, that the shareholder proposal and the board-sponsored proposal directly conflicted because they included different thresholds for the percentage of shares required to call special shareholder meetings, and that there would be potential for conflicting outcomes if the shareholders were to consider and adopt both proposals.

Similarly, in *Liz Claiborne, Inc.* (available January 13, 2010), the Staff concurred in the exclusion of a stockholder proposal requesting that Liz Claiborne amend its bylaws and each appropriate governing document to give holders of 10% of Liz Claiborne's outstanding common stock (or the lowest percentage allowed by law above 10%) the power to call a special shareowner meeting based on Liz Claiborne's representation that it would submit to its stockholders for approval a proposed amendment to its certificate of incorporation and a

proposed amendment to its bylaws that, if adopted by the stockholders, would permit stockholders owning not less than 35% of Liz Claiborne's outstanding stock entitled to vote generally in the election of directors to call special meetings of stockholders. In its reply letter, the Staff recognized that the stockholder proposal and the proposed amendments sponsored by Liz Claiborne directly conflicted and would present alternative and conflicting decisions for stockholders.

The Staff has granted no-action relief pursuant to Rule 14a-8(i)(9) in numerous other circumstances involving substantially similar situations. *See, e.g., Marathon Oil Corporation* (available December 23, 2010) (Staff concurred in exclusion of proposal to allow holders of 10% of shares to call a special meeting because of conflict with company-sponsored proposal to permit holders of 20% of shares to call special meeting); *Fortune Brands, Inc.* (available December 16, 2010) (same regarding company-sponsored proposal with 25% threshold); *Raytheon Co.* (available March 29, 2010) (same regarding company-sponsored proposal with 25% threshold); *Genzyme Corporation* (available March 1, 2010) (same regarding company-sponsored proposal with 40% threshold); *Pinnacle West Capital Corp.* (available March 1, 2010) (same regarding company-sponsored proposal with 25% threshold); *CVS Caremark Corp.* (available January 5, 2010; *recon. denied* January 26, 2010) (same regarding company-sponsored proposal with 25% threshold); *Medco Health Solutions, Inc.* (available January 4, 2010; *recon. denied* January 26, 2010) (same regarding company-sponsored proposal with 40% threshold); *Honeywell International Inc.* (available January 4, 2010; *recon. denied* January 26, 2010) (same regarding company-sponsored proposal with 20% threshold); *Safeway Inc.* (available January 4, 2010; *recon. denied* January 26, 2010) (same regarding company-sponsored proposal with 25% threshold); *Becton Dickinson and Co.* (available November 12, 2009) (same regarding company-sponsored proposal with 25% threshold); *H.J. Heinz Co.* (available May 29, 2009) (same regarding company-sponsored proposal with 25% threshold); *International Paper Company* (available March 17, 2009) (same regarding company-sponsored proposal with 40% threshold); *EMC Corporation* (available February 24, 2009) (same regarding company-sponsored proposal with 40% threshold); and *Gyrodyne Company of America, Inc.* (available October 31, 2005) (same regarding shareholder proposal with 15% threshold and company-sponsored proposal with 30% threshold).

As discussed above, the Company's situation is substantially the same as those presented in the cited no-action letters. Inclusion of both the Shareholder Proposal and the Company Proposal in the 2011 Proxy Materials would present alternative and conflicting decisions for the shareholders, and a vote on both proposals would produce inconsistent and ambiguous results. Therefore, based on foregoing, the Company believes that the Shareholder Proposal is properly excludable from the Company's 2011 Proxy Materials under Rule 14a-8(i)(9).

The Shareholder Proposal may be excluded pursuant to Rule 14a-8(i)(3) because the Shareholder Proposal contains false and misleading statements.

Rule 14a-8(i)(3) permits the exclusion of a shareholder proposal if the proposal or the supporting statement is contrary to any of the Commission's proxy rules or regulations, including Rule 14a-9, which prohibits materially false or misleading statements in proxy soliciting materials. The Company believes that the Shareholder Proposal may be properly excluded

pursuant to Rule 14a-8(i)(3) because the Shareholder Proposal contains false and misleading statements as noted below.

The fourth paragraph of the Shareholder Proposal states that: “this proposal topic won more than 60% support at CVS Caremark, Sprint, Safeway, Motorola and R.R. Donnelley.” However, certain of the companies referenced in the statement successfully obtained no-action relief from the Staff and did not include in their respective proxy materials a shareholder proposal related to shareholders’ power to call special meetings. As cited above, in *CVS Caremark Corp.* (January 5, 2010; recon. denied January 26, 2010) and *Safeway Inc.* (January 5, 2010; recon. denied January 26, 2010), the Staff permitted the company to exclude a shareholder proposal to allow holders of 10% of shares to call a special meeting because of a conflict with a company-sponsored proposal to permit holders of 25% of shares to call a special meeting.

Furthermore, the Shareholder Proposal states that members of the “Audit and Executive Pay Committees” attracted 6% to 8% in negative votes compared to 1% to 3% for other directors. This statement is false. First, the Company has two separate Committees: an Audit Committee comprised of 5 independent directors, and a Compensation and Personnel Committee comprised of 4 independent directors. Members of the Audit Committee received between 91.4% and 93.6% of the votes cast in favor of re-election, as compared with between 97.5% and 98.8% for the other directors. Second, the remaining member of the Compensation and Personnel Committee who did not serve on the Audit Committee received votes in favor of re-election in line with the other directors.

The Shareholder Proposal also falsely claims that the Company does not have a Lead Director. In fact, our Board appoints an Independent Presiding Director (who serves the same function as a “lead director”), whose position is described more fully at Section III.G. of the Board’s Corporate Governance Principles, <http://www.itt.com/responsibility/governance/principles/>. The Independent Presiding Director advises the Chairman, President and Chief Executive Officer and communicates any issues or concerns to or from the full Board and the Chairman, President and Chief Executive Officer. Among other responsibilities, the Independent Presiding Director chairs regular meetings of the independent directors, including presiding over executive sessions. Our current Independent Presiding Director, selected by our Board of Directors, is Ralph F. Hake, who served a one-year term through May 2010 and who was re-elected in May 2010 to serve an additional one-year term as Independent Presiding Director.

Based on the foregoing, the Company respectfully requests the Staff to concur in the Company’s view that the Shareholder Proposal is properly excludable from the Company’s 2011 Proxy Materials pursuant to Rule 14a-8(i)(3).

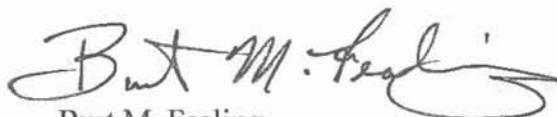
Conclusion

Based upon the foregoing analysis, and subject to the Board approving the Company Proposal and including it in the 2011 Proxy Materials, we respectfully request that the Staff concur that it will not recommend enforcement action to the Commission if the Company excludes the Shareholder Proposal from its 2011 Proxy Materials. We would be happy to

provide you with any additional information and answer any questions that you may have regarding this subject.

If we can be of any further assistance in this matter, please do not hesitate to contact me at (914) 641-2041 or our General Counsel, Frank Jimenez, at (914) 641-2106.

Respectfully,

A handwritten signature in black ink, appearing to read "Burt M. Fealing". The signature is fluid and cursive, with a large, sweeping flourish at the end.

Burt M. Fealing
Vice President and Corporate Secretary

Attachment

cc: John Chevedden

The Shareholder Proposal

See attached.

JOHN CHEVEDDEN

*** FISMA & OMB Memorandum M-07-16 ***

*** FISMA & OMB Memorandum M-07-16 ***

Mr. Steven R. Loranger
Chairman of the Board
ITT Corporation (ITT)
1133 Westchester Ave
White Plains NY 10604

Dear Mr. Loranger,

This Rule 14a-8 proposal is respectfully submitted in support of the long-term performance of our company. This proposal is submitted for the next annual shareholder meeting. Rule 14a-8 requirements are intended to be met including the continuous ownership of the required stock value until after the date of the respective shareholder meeting and presentation of the proposal at the annual meeting. This submitted format, with the shareholder-supplied emphasis, is intended to be used for definitive proxy publication.

In the interest of company cost savings and improving the efficiency of the rule 14a-8 process please communicate via email***FISMA & OMB Memorandum M-07-16 ***

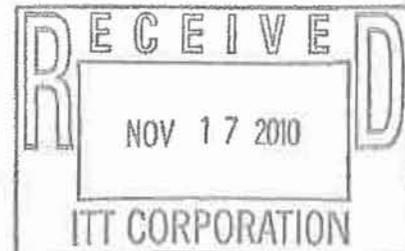
Your consideration and the consideration of the Board of Directors is appreciated in support of the long-term performance of our company. Please acknowledge receipt of this proposal promptly by email***FISMA & OMB Memorandum M-07-16 ***

Sincerely,


John Chevedden

November 16, 2010
Date

cc: Burt Fealing <burt.fealing@itt.com>
Corporate Secretary
(tel.) 914.641.2041
(fax) 914.696.2970
PH: 914 641-2000
FX: 914 696-2950



[ITT: Rule 14a-8 Proposal, November 16, 2010]

3* – Special Shareowner Meetings

RESOLVED, Shareowners ask our board to take the steps necessary unilaterally (to the fullest extent permitted by law) to amend our bylaws and each appropriate governing document to give holders of 10% of our outstanding common stock (or the lowest percentage permitted by law above 10%) the power to call a special shareowner meeting.

This includes that such bylaw and/or charter text will not have any exception or exclusion conditions (to the fullest extent permitted by law) in regard to calling a special meeting that apply only to shareowners but not to management and/or the board.

Special meetings allow shareowners to vote on important matters, such as electing new directors, that can arise between annual meetings. If shareowners cannot call special meetings, management may become insulated and investor returns may suffer. Shareowner input on the timing of shareowner meetings is especially important during a major restructuring – when events unfold quickly and issues may become moot by the next annual meeting. This proposal does not impact our board's current power to call a special meeting.

This proposal topic won more than 60% support at CVS Caremark, Sprint, Safeway, Motorola and R. R. Donnelley.

We gave 52%-support to the 2010 shareholder proposal on this same topic. The Council of Institutional Investors www.cii.org recommends that management adopt a shareholder proposal upon receiving its first 50%-plus vote.

The merit of this Special Shareowner Meeting proposal should also be considered in the context of the need for additional improvement in our company's 2010 reported corporate governance status:

The Corporate Library www.thecorporatelibrary.com, an independent investment research firm rated our company "High Concern" in executive pay – \$13 million for CEO Steven Loranger.

Two-thirds of equity awards under our company's long-term incentive program consisted of equity grants that were not truly performance-based. Plus TSR awards paid out on sub-median performance. CEO Loranger's change in pension value and deferred pay in 2009 was nearly \$5 million, well over double the base salaries of the other ITT named executive officers.

Mr. Loranger received a 2009 grant of 165,000 options at an exercise price of only \$33, the relative nadir of our share price over the past five years. Market priced stock options can be rewarding due to a rising market alone, regardless of CEO performance. Finally, our CEO was entitled to nearly \$11 million in cash severance and \$9 million in tax gross-ups in the event of a change in control.

Each member on our Audit and Executive Pay Committees attracted 6% to 8% in negative votes compared to 1% to 3% for other directors. Four of the 9 seats on these two Committees represented more than 12-year tenure. As tenure increases independence declines.

We also had no shareholder right to act by written consent, no independent board chairman or even a Lead Director.

Please encourage our board to respond positively to this proposal to help turnaround the above

type practices. **Special Shareowner Meetings – Yes on 3.***

Notes:

John Chevedden,
proposal.

*** FISMA & OMB Memorandum M-07-16 ***

sponsored this

Please note that the title of the proposal is part of the proposal.

*Number to be assigned by the company.

This proposal is believed to conform with Staff Legal Bulletin No. 14B (CF), September 15, 2004 including (emphasis added):

Accordingly, going forward, we believe that it would not be appropriate for companies to exclude supporting statement language and/or an entire proposal in reliance on rule 14a-8(l)(3) in the following circumstances:

- the company objects to factual assertions because they are not supported;
- the company objects to factual assertions that, while not materially false or misleading, may be disputed or countered;
- the company objects to factual assertions because those assertions may be interpreted by shareholders in a manner that is unfavorable to the company, its directors, or its officers; and/or
- the company objects to statements because they represent the opinion of the shareholder proponent or a referenced source, but the statements are not identified specifically as such.

We believe that it is appropriate under rule 14a-8 for companies to address these objections in their statements of opposition.

See also: Sun Microsystems, Inc. (July 21, 2005).

Stock will be held until after the annual meeting and the proposal will be presented at the annual meeting. Please acknowledge this proposal promptly by email. FISMA & OMB Memorandum M-07-16 ***