Edgar Filing: CIT GROUP INC - Form 4

CIT GROUP	INC									
Form 4										
October 21, 2	2004									
FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION									PPROVAL	
	UNITED		shington,			NGE (COMMISSION	OMB Number:	3235-0287	
Check this if no longe subject to	GES IN BENEFICIAL OWN SECURITIES				NERSHIP OF	Expires: Estimated a				
Form 4 or								burden hou response	•	
Form 5 obligation may conti <i>See</i> Instru- 1(b).	$\frac{1}{1}$ Section 17(a	suant to Section 1 a) of the Public U 30(h) of the In	tility Hold	ing Com	pany	Act o	f 1935 or Sectio			
(Print or Type R	esponses)									
BUTLER GARY C Symbol			er Name and Ticker or Trading				5. Relationship of Reporting Person(s) to Issuer			
			of Earliest Tra				(Check all applicable)			
			(Month/Day/Year) 10/20/2004				_X_Director10% Owner Officer (give titleOther (specify below)below)			
			ndment, Date Original hth/Day/Year)				 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person 			
LIVINGSTO	ON, NJ 07039							More than One Re		
(City)	(State)	(Zip) Tab	le I - Non-De	erivative S	Securi	ties Ac	quired, Disposed o	f, or Beneficia	lly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)		Code	TransactionAcquired (A) or Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5)			Securities Beneficially Owned	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code V	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)			
Common Stock	10/20/2004 <u>(1)</u>		А	822	А	<u>(2)</u>	5,694	D		

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
 (e.g., puts, calls, warrants, options, convertible securities)

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1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	4. Transacti Code (Instr. 8)	tionNumber of				7. Title and Amount of Underlying Securities (Instr. 3 and 4)		Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr
			Code V	(Instr. 4, and	. 3, 1 5)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships							
	Director	10% Owner	Officer	Other				
BUTLER GARY C 1 CIT DRIVE LIVINGSTON, NJ 07039	Х							
Signatures								
James P. Shanahan, Attorney-in-Fact	10/21/2004							
**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) Shares fully vest on 10/20/2005.
- (2) Filer elected to receive stock in lieu of cash compensation.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.