

CIT GROUP INC  
Form 4  
May 07, 2007

**FORM 4**

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**HALLMAN THOMAS B**

(Last) (First) (Middle)

C/O CIT GROUP INC., 1 CIT DRIVE, #3213

(Street)

LIVINGSTON, NJ 07039

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
**CIT GROUP INC [CIT]**

3. Date of Earliest Transaction (Month/Day/Year)  
**05/03/2007**

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_ Director \_\_\_ 10% Owner  
 Officer (give title below) \_\_\_ Other (specify below)  
Vice Chairman, Specialty Fin.

6. Individual or Joint/Group Filing(Check Applicable Line)  
 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 (A) 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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                 |                                      |  |                                | (A) or (D)  | Price   |  |   |
|                                 |                                      |  | Code                           | V   | Amount  |  |   |
| Common Stock <sup>(1)</sup>     | 05/03/2007                           |  | S <sup>(2)</sup>               |   | 200   | D  | \$ 59.93 93,622.0192 D                                |
| Common Stock                    | 05/03/2007                           |  | S                              |   | 100   | D  | \$ 59.94 93,522.0192 D                                |
| Common Stock                    | 05/03/2007                           |  | S                              |   | 100   | D  | \$ 59.95 93,422.0192 D                                |
| Common Stock                    | 05/03/2007                           |  | S                              |   | 100   | D  | \$ 60.02 93,322.0192 D                                |
| Common Stock                    | 05/03/2007                           |  | S                              |   | 400   | D  | \$ 60.19 92,922.0192 D                                |

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Common Stock 05/03/2007 S 1,500 D \$ 60.3 91,422.0192 D

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

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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) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|

Reporting Owners

| Reporting Owner Name / Address   | Relationships  |
|--|--|
| HALLMAN THOMAS B<br>C/O CIT GROUP INC.<br>1 CIT DRIVE, #3213<br>LIVINGSTON, NJ 07039 | Director 10% Owner Officer Vice Chairman, Specialty Fin. |

Signatures

/s/ James P. Shanahan, attorney-in-fact for Mr. Hallman 05/07/2007

\*\*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) Option exercise and sale of shares in accordance with a written plan established 12-20-2006 pursuant to the requirements of Rule 10b5-1 under the Securities Exchange Act of 1934, as amended.
- (2) This Form 4 filing is reporting the sales of the balance of shares resulting from the exercise of options that were reported on 2 separate Form 4 filings submitted simultaneously herewith.

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