

KELLY EDWARD J III

Form 4

August 23, 2002

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

FORM 4

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

( ) Check this box if no longer subject to Section 16.

Form 4 or Form 5 obligations may continue. See Instructions 1(b).

## 1. Name and Address of Reporting Person

Edward J. Kelly, III  
1211 Avenue of the Americas  
NY, New York 10036

## 2. Issuer Name and Ticker or Trading Symbol

CIT Group Inc. (CIT)

## 3. IRS or Social Security Number of Reporting Person (Voluntary)

## 4. Statement for Month/Year

8/2002

## 5. If Amendment, Date of Original (Month/Year)

## 6. Relationship of Reporting Person(s) to Issuer (Check all applicable)

(X) Director ( ) 10% Owner ( ) Officer (give title below) ( ) Other  
(specify below)

## 7. 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	2. Transaction Date	3. Code	4. Securities Acquired (A) or Disposed of (D) Amount	5. Amount of Securities Beneficially Owned at End of Month
Common Stock 1,2	8/14/2002	A V	2064	4064

Table II -- Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Derivative Security	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date	4. Code	5. Number of Derivative Securities Acquired (A) or Disposed of (D) Amount	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities	8. Put or Call
Option 8-14-02 (\$22.20)	\$22.20	8/14/2002	A V	3234	8/14/2003	Common Stock	3234

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Explanation of Responses:

1. Filer elected to receive stock in lieu of cash compensation.
2. Shares fully vest on August 14, 2003.
3. Options vest on the anniversary of the grant date in increments of 1/3 each year for a period of 3 years.