CIT GROUP INC

Form 5

February 13, 2008

FORM 5

OMB APPROVAL

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

3235-0362 Number: January 31,

no longer subject to Section 16. Form 4 or Form 5 obligations may continue.

Check this box if

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ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

See Instruction Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, 1(b). Form 3 Holdings Section 17(a) of the Public Utility Holding Company Act of 1935 or Section Reported 30(h) of the Investment Company Act of 1940 Form 4

Transactions Reported

securities beneficially owned directly or indirectly.

	Address of Reporting LO LAWRENCE	E A Symbol	2. Issuer Name and Ticker or Trading Symbol CIT GROUP INC [CIT]				5. Relationship of Reporting Person(s) to Issuer			
(Last) C/O CIT (FIFTH AV	GROUP INC., 50	(Month 12/31)	ment for Issue /Day/Year) /2007	r's Fiscal Yo	ear En		Director Officer (give title	below)	specify	
			4. If Amendment, Date Original Filed(Month/Day/Year)				6. Individual or Joint/Group Reporting (check applicable line)			
	RK, NY 10017						Form Filed by One Form Filed by More son			
(City)	(State)	(Zip) Ta	ble I - Non-Do	erivative Se	ecuriti	ies Acquire	d, 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. Securiti or Disposo (Instr. 3, 4	ed of (D)	5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Common Stock	02/28/2007	Â	L(1)	4.8052	A	\$ 55.8183	89,540.6759	D	Â	
Reminder: Re	eport on a separate lin	e for each class of	Persons v	who respo	nd to	the collec	ction of informa	tion	SEC 2270	

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

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(9-02)

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 Title of 	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title and	8. Price of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	Number	Expiration D	ate	Amount of	Derivative
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underlying	Security
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	9		Securities	(Instr. 5)
· ·	Derivative		•	· · · · ·	Securities			(Instr. 3 and 4)	
	Security				Acquired			,	
					(A) or				
					Disposed				
					of (D)				
					(Instr. 3,				
					4, and 5)				
					.,				
					(A) (D)	Date	Expiration	Title Amount	
						Exercisable	Date	or	
								Number	
								of	
								Shares	

of D

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Reporting Owners

Reporting Owner Name / Address	Kelationships					
	Director	10% Owner	Officer	Other		
MARSIELLO LAWRENCE A C/O CIT GROUP INC. 505 FIFTH AVENUE NEW YORK, NY 10017	Â	Â	Vice Chrmn, Chf Lending Off.	Â		

Signatures

/s/ James P. Shanahan, attorney-in-fact for Mr.
Marsiello
02/13/2008

**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 acquired through reinvestment of dividends on securities purchased through CIT Group Inc. Employee Stock Purchase Plan, which transaction is exempt under Rule 16b-3(c) of the Securities Exchange Act of 1934.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.

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