CIT GROUP INC

Form 4 March 03, 2009

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

Expires:

January 31, 2005

0.5

Estimated average burden hours per

OMB APPROVAL

response...

if no longer subject to Section 16. Form 4 or Form 5

Check this box

obligations may continue. See Instruction

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

1(b).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person * PEEK JEFFREY M

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

(First) (Middle) CIT GROUP INC [CIT] 3. Date of Earliest Transaction

(Month/Day/Year)

_X__ Director 10% Owner

C/O CIT GROUP INC., 505 FIFTH

AVENUE

02/27/2009

X_ Officer (give title Other (specify below) below)

(Check all applicable)

(Street)

Chairman and CEO

4. If Amendment, Date Original

Applicable Line)

Filed(Month/Day/Year)

X Form filed by One Reporting Person Form filed by More than One Reporting

D

6. Individual or Joint/Group Filing(Check

Person

NEW YORK, NY 10017

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of Security (Instr. 3)

2. Transaction Date 2A. Deemed (Month/Day/Year)

Execution Date, if

(Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of Securities Beneficially Owned Following Reported

6. Ownership 7. Nature of Form: Direct Indirect (D) or Beneficial Indirect (I) Ownership (Instr. 4) (Instr. 4)

(A) or

Transaction(s)

Code V Amount (D) Price

(Instr. 3 and 4)

284,045.6135

Common Stock

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)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)

Edgar Filing: CIT GROUP INC - Form 4

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 or 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)	
	Security			Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Common Stock (deferred)	(1)	02/27/2009		A(3)	491.3632	<u>(2)</u>	(2)	Common Stock	491.30
Common Stock (deferred)	<u>(1)</u>	02/27/2009		A(4)	1,358.5591	(2)	(2)	Common Stock	1,358.5

Reporting Owners

Reporting Owner Name / Address	Relationships						
Toporous o muor round / radia cos	Director	10% Owner	Officer	Other			
PEEK JEFFREY M C/O CIT GROUP INC. 505 FIFTH AVENUE NEW YORK, NY 10017	X		Chairman and CEO				

Signatures

/s/ James P. Shanahan, attorney-in-fact for Mr.
Peek
03/03/2009

**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) Each share of deferred common stock has the economic equivalent of one share of CIT common stock on the transaction date.
- Pursuant to a proper election by the reporting person, shares of deferred common stock are issuable upon the earlier of the reporting person's death or termination of employment with CIT.
- (3) Shares acquired through reinvestment of dividends paid on vested restricted stock units held in a deferred compensation account.
- (4) Shares acquired through reinvestment of cash dividends on vested deferred performance shares held in a deferred compensation account.

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.

Reporting Owners 2