

McDonald James S  
 Form 4  
 October 19, 2007

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
 Expires: January 31, 2005  
 Estimated average burden hours per response... 0.5

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 \*  
 McDonald James S

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)  
 10/17/2007

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

C/O CIT GROUP, CHIEF COMPLIANCE OFFICER, 1 CIT DRIVE

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

LIVINGSTON, NJ 07039

(City) (State) (Zip)

**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)
Common Stock	10/17/2007 <sup>(1)(2)</sup>		A <sup>(1)(2)</sup>	V Amount (A) or (D) Price \$ 0 <sup>(3)</sup>	1,430	D	
Common Stock	10/17/2007 <sup>(1)(2)</sup>		A <sup>(1)(2)</sup>	V Amount (A) or (D) Price \$ 0 <sup>(7)</sup>	2,383	D	

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

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SEC 1474 (9-02)

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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. Amount or Number of Shares
Option (Right to Buy)	\$ 34.98	10/17/2007		A	4,546	(4)(5) 10/17/2014	Common Stock	4,546
Option (Right to Buy)	\$ 34.98	10/17/2007		A	2,728	(4)(5) 10/17/2014	Common Stock	2,728

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
McDonald James S C/O CIT GROUP, CHIEF COMPLIANCE OFFICER 1 CIT DRIVE LIVINGSTON, NJ 07039	X			

## Signatures

James P. Shanahan, Attorney-in-Fact for Mr. McDonald  
Date: 10/18/2007

\_\_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) Shares vest in three equal installments on the first, second, and third anniversaries of the grant date.
- (2) Shares shall be fully vested on October 17, 2010.
- (3) Shares awarded pursuant to a one-time grant at the time of Filer's initial appointment to the Board of Directors based on a fair market value of \$34.98 on October 17, 2007.
- (4) Options vest in three equal installments on the first, second, and third anniversaries of the grant date.
- (5) Options shall be fully vested on October 17, 2010.
- (6) Options awarded pursuant to a one-time grant at the time of Filer's initial appointment to the Board of Directors.

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- (7) Shares awarded as part of directors' annual equity grant, prorated from the date of appointment and based on a fair market value of \$34.98 on October 17, 2007.
- (8) Options awarded as part of directors' annual equity grant, prorated from the date of appointment.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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