CIT GROUP INC

Form 4 February 04, 2015

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

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OMB APPROVAL

January 31, 2005

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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

may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reportin Tutwiler Margaret D	ng Person *	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					
C/O CIT GROUP INC., 1 CIT DRIVE		(Month/Day/Year) 02/01/2015	Director 10% Owner Officer (give title Other (specify below) EVP, Marketing & Communication				
(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check				
LIVINGSTON, NJ 07039		Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person				

	(City)	(State)	(Zip) Tabl	le I - Non-E	Derivative S	Securit	ies Acq	uired, Disposed of	or Beneficiall	y Owned
1.Titl Secur (Instr	rity	2. Transaction Date (Month/Day/Year)		3.	4. Securition(A) or Dis (Instr. 3, 4	ies Acq sposed 4 and 5 (A) or	quired of (D)	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)
				Code V	Amount	(D)	Price			

		Code	V	Amount	(D)	Price	(,	
Common						\$		
Common Stock	02/01/2015	F(1)		2,394	D	43.82 (2)	29,688.0201	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)

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1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title	e and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	onNumber	Expiration D	ate	Amou	nt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underl	ying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securit	ties	(Instr. 5)	Bene
	Derivative				Securities			(Instr.	3 and 4)		Own
	Security				Acquired						Follo
	Ĭ				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						Ì
					4, and 5)						
									Amount		
						Date	Expiration		or		
						Exercisable	Date		Number		
						2.1010154010	2410		of		
				Code V	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Tutwiler Margaret D

C/O CIT GROUP INC., 1 CIT DRIVE

EVP, Marketing & Communication

LIVINGSTON, NJ 07039

Signatures

/s/ James P. Shanahan, attorney-in-fact for Ms.

Tutwiler

02/03/2015

**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 withheld to satisfy tax withholding obligations arising from 2/1/2015 settlement of restricted stock units granted on 2/1/2012, 1/30/2013 and 2/20/2014.
- (2) The restricted stock units vested on a Sunday, therefore, the closing price of CIT common stock on the immediately preceding Friday was used for the settlement.

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.

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