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UNGER LAURA S

Form 3

January 14, 2010

FORM 3

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

OMB APPROVAL

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INITIAL STATEMENT OF 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 2. Date of Event Requiring 3. Issuer Name and Ticker or Trading Symbol Person * Statement CIT GROUP INC [CIT] À UNGER LAURA S (Month/Day/Year) 01/12/2010 (Last) (First) (Middle) 4. Relationship of Reporting 5. If Amendment, Date Original Person(s) to Issuer Filed(Month/Day/Year) C/O CIT GROUP INC., 1 CIT (Check all applicable) DRIVE, #3251-9 (Street) 6. Individual or Joint/Group 10% Owner _X__ Director Officer _Other Filing(Check Applicable Line) (give title below) (specify below) _X_ Form filed by One Reporting Person LIVINGSTON, NJÂ 07039 Form filed by More than One Reporting Person (City) (State) (Zip) Table I - Non-Derivative Securities Beneficially Owned 4. Nature of Indirect Beneficial 1. Title of Security 2. Amount of Securities Beneficially Owned Ownership Ownership (Instr. 4) (Instr. 5) (Instr. 4) Form: Direct (D) or Indirect (I) (Instr. 5) Â 1,939 (1) Common Stock D Reminder: Report on a separate line for each class of securities beneficially

owned directly or indirectly.

SEC 1473 (7-02)

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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

| (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative | 5. Ownership Form of Derivative Security: | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|------------|--|--|---|---|---|
| | | Title | Security | Direct (D) | |

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| | Date Exercisable | Expiration Date | | Amount or Number of Shares | | or Indirect (I) (Instr. 5) | |
|-----------------------|---------------------|--------------------|--------|----------------------------------|----------|----------------------------|---|
| Option (Right to Buy) | (2) | 01/17/7017 | Common | 5,815 | \$ 33.55 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | | |
|---|---------------|-----------|---------|-------|--|
| <u>.</u> | Director | 10% Owner | Officer | Other | |
| UNGER LAURA S C/O CIT GROUP INC. 1 CIT DRIVE, #3251-9 | ÂΧ | Â | Â | Â | |
| LIVINGSTON, NJ 07039 | | | | | |

Signatures

/s/ James P. Shanahan, attorney-in-fact for Ms.
Unger
01/14/2010

**Signature of Reporting Person

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(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 each of the 1st, 2nd, and 3rd anniversaries of the grant date, commencing January 12, 2011.

Date

(2) Options vest in three equal installments on each of the 1st, 2nd, and 3rd anniversaries of the grant date, commencing January 12, 2011.

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