

Alemany Ellen R
Form 5
February 05, 2019

FORM 5

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

OMB APPROVAL

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Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

1. Name and Address of Reporting Person *
Alemany Ellen R

(Last) (First) (Middle)

C/O CIT GROUP INC., 1 CIT DRIVE, #3251-9

(Street)

LIVINGSTON, NJ 07039

(City) (State) (Zip)

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

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
12/31/2018

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Reporting

(check applicable line)

Form Filed by One Reporting Person
 Form Filed by More than One Reporting Person

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 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	07/26/2018	^	Z ⁽¹⁾	23,011 A	\$ 0 (1)	122,705.686 D	^
Common Stock	07/26/2018	^	Z ⁽¹⁾	23,011 D	\$ 0 (1)	0 I	Alemany 2016 GRAT u/a/d May 11, 2016
Common Stock	07/26/2018	^	Z ⁽²⁾	14,644 A	\$ 0 (2)	122,705.686 D	^

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Common Stock	07/26/2018	Â	Z ⁽²⁾	14,644	D	\$ 0 (2)	0	I	Alemany 2016 GRAT #7
Common Stock	07/27/2018	Â	Z ⁽³⁾	37,655	A	\$ 0 (3)	37,655	I	Alemany GRAT 2018 #3 u/a/d July 27, 2018
Common Stock	07/27/2018	Â	Z ⁽³⁾	37,655	D	\$ 0 (3)	122,705.686	D	Â
Common Stock	Â	Â	Â	Â	Â	Â	54,100	I	Alemany GRAT 2018 u/a/d March 27, 2018

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)

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. Price of Derivative Security (Instr. 5)	9. of D B O E I F I
					(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address

Relationships

Alemany Ellen R
C/O CIT GROUP INC.
1 CIT DRIVE, #3251-9
LIVINGSTON, NJ 07039

Director 10% Owner Officer Other

Â X Â Â Chair & CEO Â

Signatures

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

02/05/2019

__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 of CIT common stock were transferred from the Alemany 2016 GRAT #6 to Ellen R. Alemany's personal account.
- (2) Shares of CIT common stock were transferred from the Alemany 2016 GRAT #7 to Ellen R. Alemany's personal account.
- (3) Shares of CIT common stock were transferred from Ellen R. Alemany to the Alemany July 2018 GRAT #3.

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.