### CIT GROUP INC DEL Form 4 August 08, 2002

FORM 4	UNITED STATES SECURITIES AND EXCHANGE COMMISSION WASHINGTON, D.C. 20549					
/X/ CHECK THIS I LONGER SUBJUSTICION 16. FORM 5 OBLIGUES INSTRUCTION (Print or Type 1	ECT TO FORM 4 OR GATIONS MAY SEE 1(b). Responses)	Filed pursuant to Section 17(a)	ATEMENT OF CHANGES IN BE O Section 16(a) of the So of the Public Utility Hon 30(f) of the Investme	Securities Exchange Act Molding Company Act of S	1935	
		.ng Person* 2.	. Issuer Name AND Ticker	or Trading Symbol	6. F	
			CIT Group Inc. (CIT)			
(Last)	(First)		. IRS or Social Security Number of Reporting Person (Voluntary)	4. Statement for		
Pembroke, HM 08	(Street) Bermuda		_	5. If Amendment, Date of Original (Month/Year)	X_	
(City)	(State)	(Zip)	TABLE I - NON-DERIVAT	TIVE SECURITIES ACQUIRE		
1. Title of Sec		2. Trans- action	3. Trans- 4. Securi action or Dis	ies Acquired (A) 5. Acosed of (D) 3, 4 and 5)		
(Instr. 3)		(Month/	(Instr. 8)		Own	
(Instr. 3)			(Instr. 8)  Code V Amount	(A) or		

Reminder: Report on a separate line for each class of securities beneficially owned directly or i \* If the form is filed by more than one reporting person, SEE Instruction 4(b)(v).

POTENTIAL PERSONS WHO ARE TO RESPOND TO THE COLLECTION OF INFORMATI CONTAINED IN THIS FORM ARE NOT REQUIRED TO RESPOND UNLESS THE FORM DISPLAYS A CURRENTLY VALID OMB CONTROL NUMBER.

FORM 4 (CONTINUED) TABLE				SECURITIES ALLS, WARRA						
1. Title of Derivative Security (Instr. 3)	2.	Conver- sion or Exercise Price of Deriv- ative Security	2	3. Trans- action Date (Month/ Day/ Year)		tion	asac- Code tr. 8)	ć ć	Number of sative Secu quired (A) posed of (	rities Ac or Dis- D)
					 Co	 de	v		(A)	
7. Title and Amount of Under- lying Securities (Instr. 3 and 4)	8.	of		Number of Deriv- ative		shi		11.	Nature of In- direct	

ative Securi- of De-

Bene-

Title	Amount or Number of Shares	Security (Instr. 5)	ties Bene- ficially Owned at End of Month (Instr. 4)	rivative Secu- rity: Direct (D) or Indi- rect (I) (Instr. 4)	ficial Own- ership (Instr. 4)
Explanation of Resp					

- (1) Joint filing by Tyco Inernational Ltd. and its direct and indirect wholly-owned subsidiaries, Capital Holdings Ltd., and Tyco Capital Ltd. The shares were held directly, and sold by, Tyco Capital Ltd. Tyco Capital Holding, Inc., which was previously a reporting person, was merged and into CIT as part of a restructuring that occurred in connection with the reported transaction no longer exists as a separate entity.
- (2) The 100 shares of CIT previously reported as owned by the reporting persons (representing 100 the issued and outstanding shares of CIT) were converted into 200,000,000 shares of CIT (also representing 100% of the issued and outstanding shares of CIT) in a restructuring that occurred in connection with the reported transaction.

/s/	Irvi	ng Gutin		8/6/02
**Signatur	e of	Reporting	Person	Date

Irving Gutin Senior Vice President and General Counsel on behalf of

Tyco International Ltd.

\* If the form is filed by more than on reporting person, SEE Instruction 4(b)(v).

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

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. SEE 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insuf

SEE Instruction 6 for procedure.