

TAYLOR WILLIAM J

Form 5

February 14, 2006

FORM 5**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549Check this box if
no longer subject
to Section 16.Form 4 or Form
5 obligations
may continue.See Instruction
1(b).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

OMB APPROVAL

OMB
Number: 3235-0362Expires: January 31,
2005Estimated average
burden hours per
response... 1.01. Name and Address of Reporting Person *
TAYLOR WILLIAM J

(Last) (First) (Middle)

C/O CIT GROUP INC., 1 CIT
DRIVE, #2145-1

(Street)

2. Issuer Name and Ticker or Trading
Symbol
CIT GROUP INC [CIT]3. Statement for Issuer's Fiscal Year Ended
(Month/Day/Year)
12/31/20054. 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)

Exec VP and Controller

6. Individual or Joint/Group Reporting

(check applicable line)

LIVINGSTON, NJ 07039

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

(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 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	02/28/2005	Â	J ⁽¹⁾	1.8547 A \$ 40.48	22,081.4179	D	Â
Common Stock	03/31/2005	Â	J ⁽²⁾	171.47 A \$ 32.3	22,252.8879	D	Â
Common Stock	05/31/2005	Â	J ⁽¹⁾	2.8322 A \$ 42.42	22,255.7201	D	Â
Common Stock	06/30/2005	Â	J ⁽²⁾	201.801 A \$ 32.0195	22,457.5211	D	Â
	08/30/2005	Â	J ⁽¹⁾	3.4155 A \$ 44.76	22,460.9366	D	Â

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Common
Stock

Common Stock	09/30/2005	Â	J ⁽²⁾	151.25	A	\$ 36.618	22,612.1866	D	Â
Common Stock	11/30/2005	Â	J ⁽¹⁾	3.5293	A	\$ 50.33	22,615.7159	D	Â
Common Stock	12/30/2005	Â	J ⁽²⁾	65.381	A	\$ 38.777	22,681.0969	D	Â

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

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SEC 2270
(9-02)

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 S B O E I F (I
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
					(A) (D)				

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
TAYLOR WILLIAM J C/O CIT GROUP INC. 1 CIT DRIVE, #2145-1 LIVINGSTON, NJ 07039	Â	Â	Â Exec VP and Controller	Â

Signatures

/s/ James P. Shanahan, Attorney-in-Fact for Mr.
Taylor

02/14/2006

**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 acquired through reinvestment of dividends on securities purchased through CIT Group Inc. Employee Stock Purchase Plan, which transaction is exempt under Rule 16b-3(c) of the Securities Exchange Act of 1934.
- (2) Acquired through CIT Group Inc. Employee Stock Purchase Plan, under which participants purchase shares quarterly through payroll deductions at 85% of the lower of the fair market value on either the first or the last business day of the period.

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.