

MARSIELLO LAWRENCE A  
 Form 4  
 May 02, 2006

**FORM 4**

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
 MARSIELLO LAWRENCE A

(Last) (First) (Middle)

C/O CIT GROUP INC., 1211 AVENUE OF THE AMERICAS

(Street)

NEW YORK, NY 10036

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)  
 05/01/2006

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)  
 Vice Chrmn, Chf Lending Off.

6. Individual or Joint/Group Filing(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 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	(A) or (D)	Price
Common Stock	05/01/2006		M(2)		53,179	A	\$ 23
Common Stock	05/01/2006		S		1,100	D	\$ 54.17
Common Stock	05/01/2006		S		800	D	\$ 54.16
Common Stock	05/01/2006		S		1,200	D	\$ 54.1
Common Stock	05/01/2006		S		900	D	\$ 54.09
	05/01/2006		S		700	D	

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Common Stock					\$ 54.05		
Common Stock	05/01/2006	S	300	D	\$ 54.04	138,579.7409	D
Common Stock	05/01/2006	S	800	D	\$ 54	137,779.7409	D
Common Stock	05/01/2006	S	2,579	D	\$ 53.96	135,200.7409	D
Common Stock	05/01/2006	S	400	D	\$ 53.95	134,800.7409	D
Common Stock	05/01/2006	S	200	D	\$ 53.84	134,600.7409	D
Common Stock	05/01/2006	S	200	D	\$ 53.71	134,400.7409	D
Common Stock	05/01/2006	S	200	D	\$ 53.64	134,200.7409	D
Common Stock	05/01/2006	S	200	D	\$ 53.57	134,000.7409	D
Common Stock	05/01/2006	S	600	D	\$ 53.52	133,400.7409	D
Common Stock	05/01/2006	S	1,000	D	\$ 53.4	132,400.7409	D
Common Stock	05/01/2006	S	200	D	\$ 53.38	132,200.7409	D
Common Stock	05/01/2006	S	800	D	\$ 53.35	131,400.7409	D
Common Stock	05/01/2006	S	400	D	\$ 53.28	131,000.7409	D
Common Stock	05/01/2006	S	400	D	\$ 53.27	130,600.7409	D
Common Stock	05/01/2006	S	200	D	\$ 53.26	130,400.7409	D
Common Stock	05/01/2006	S	200	D	\$ 53.23	130,200.7409	D
Common Stock	05/01/2006	S	2,000	D	\$ 53.17	128,200.7409	D
Common Stock	05/01/2006	S	200	D	\$ 53.16	128,000.7409	D
Common Stock	05/01/2006	S	12,500	D	\$ 53.15	115,500.7409	D
	05/01/2006	S	25,100	D	\$ 53.1	90,400.7409	D

Common  
Stock

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)	Amount or Number of Shares
Option (Right to Buy)	\$ 23	05/01/2006		M <sup>(2)</sup>	53,179	07/02/2006 <sup>(1)</sup> 07/02/2012	Common Stock	53,179

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MARSIELLO LAWRENCE A C/O CIT GROUP INC. 1211 AVENUE OF THE AMERICAS NEW YORK, NY 10036			Vice Chrnm, Chf Lending Off.	

## Signatures

/s/ Eric S. Mandelbaum, attorney-in-fact for Mr. Marsiello 05/02/2006

\*\*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) Options vest in 25% increments on the anniversary of the grant date for a period of 4 years and shall be 100% vested on July 2, 2006.

(2) Option exercise and sale of shares in accordance with a written plan established December 16, 2005 pursuant to the requirements of Rule 10b5-1 under the Securities Exchange Act of 1934, as amended.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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