

CIT GROUP INC

Form 4

July 30, 2013

**FORM 4**
**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

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

## OMB APPROVAL

OMB  
Number: 3235-0287  
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2005  
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burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**RYAN JOHN 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. Date of Earliest Transaction  
(Month/Day/Year)

**07/27/2013**

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)

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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|----------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------|
|                                       |                                         |                                                             |                                      | (A)<br>or<br>(D)                                                           |                                                                                                                    |                                                                      |                                                                   |
|                                       |                                         |                                                             | Code                                 | V                                                                          | Amount                                                                                                             | (D)                                                                  | Price                                                             |

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

**Persons who respond to the collection of  
information contained in this form are not  
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SEC 1474  
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned  
(e.g., puts, calls, warrants, options, convertible securities)**

| 1. Title of<br>Derivative<br>Security | 2. Conversion<br>or Exercise | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any | 4. Transaction<br>Code | 5. Number<br>of<br>Derivative | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) | 8. Derivative<br>Security |
|---------------------------------------|------------------------------|-----------------------------------------|-----------------------------------------|------------------------|-------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------|---------------------------|
|                                       |                              |                                         |                                         |                        |                               |                                                                |                                                                     |                           |

## Edgar Filing: CIT GROUP INC - Form 4

| (Instr. 3)                   | Price of<br>Derivative<br>Security | (Month/Day/Year) | (Instr. 8) | Securities<br>Acquired<br>(A) or<br>Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) |     |     |                     |                    |                 |  |                                        |  |
|------------------------------|------------------------------------|------------------|------------|-----------------------------------------------------------------------------------|-----|-----|---------------------|--------------------|-----------------|--|----------------------------------------|--|
|                              |                                    |                  | Code       | V                                                                                 | (A) | (D) | Date<br>Exercisable | Expiration<br>Date | Title           |  | Amount<br>or<br>Number<br>of<br>Shares |  |
| Restricted<br>Stock<br>Units | (1)                                | 07/27/2013       | M(2)(3)    |                                                                                   |     | 124 | (4)                 | (4)                | Common<br>Stock |  | 124                                    |  |
| Deferred<br>Share Unit       | (6)                                | 07/27/2013       | M(2)(3)    |                                                                                   | 124 |     | (7)                 | (8)                | Common<br>Stock |  | 124                                    |  |

## Reporting Owners

| Reporting Owner Name / Address                                                    | Relationships |           |         |       |
|-----------------------------------------------------------------------------------|---------------|-----------|---------|-------|
|                                                                                   | Director      | 10% Owner | Officer | Other |
| RYAN JOHN R<br>C/O CIT GROUP INC.<br>1 CIT DRIVE, #3251-9<br>LIVINGSTON, NJ 07039 | X             |           |         |       |

## Signatures

James P. Shanahan, Attorney-in-Fact for Mr.  
Ryan

07/30/2013

     \*\*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) Each restricted stock unit represents one share of CIT common stock.
- (2) Filer elected to defer settlement of these RSUs as DSUs until he is no longer a member of the Board of CIT.
- (3) Filer elected to receive 100% stock upon settlement.

RSUs are scheduled to vest in three equal installments on the first, second and third anniversaries of the date of grant and are payable

- (4) 50% in shares of CIT common stock and 50% in cash. The cash payment shall be based on the closing price of CIT common stock on the vesting date.
- (5) Each restricted stock unit ("RSU") has the economic equivalent of one share of CIT common stock.
- (6) Each Deferred Share Unit is the economic equivalent of one share of CIT common stock.
- (7) Filer elected to defer issuance of stock until he is no longer a member of the Board.
- (8) Deferred share units ("DSU") will expire and settle in shares of common stock upon filer's departure from the Board.

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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