

DUFFY JAMES J
Form 3
December 18, 2008

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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INITIAL STATEMENT OF 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 *		2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol	
Â DUFFY JAMES J		(Month/Day/Year)	CIT GROUP INC [CIT]	
(Last)	(First)	(Middle)	4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
		12/08/2008		
C/O CIT GROUP,Â 505 FIFTH AVENUE			(Check all applicable)	
(Street)			<input type="checkbox"/> Director	<input type="checkbox"/> 10% Owner
			<input checked="" type="checkbox"/> Officer	<input type="checkbox"/> Other
NEW YORK,Â NYÂ 10017			(give title below)	(specify below)
(City)	(State)	(Zip)	Executive Vice President	6. Individual or Joint/Group Filing(Check Applicable Line)
				<input checked="" type="checkbox"/> Form filed by One Reporting Person
				<input type="checkbox"/> Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	59,995 ⁽⁹⁾	D	Â

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
		Title			

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	Date Exercisable	Expiration Date		Amount or Number of Shares		or Indirect (I) (Instr. 5)	
Option (Right to Buy)	Â (1)	01/17/2014	Common Stock	8,889	\$ 56.54	D	Â
Option (Right to Buy)	Â (2)	01/17/2015	Common Stock	31,214	\$ 21.15	D	Â
Restricted Cash Unit	Â (4)	01/17/2010	Common Stock	9,457	\$ (3)	D	Â
Option (Right to Buy)	Â (5)	04/07/2013	Common Stock	20,000	\$ 54.19	D	Â
Option (Right to Buy)	Â (6)	07/17/2015	Common Stock	109,247	\$ 8.47	D	Â
Option (Right to Buy)	Â (7)	07/18/2014	Common Stock	10,000	\$ 49.17	D	Â
Option (Right to Buy)	Â (8)	07/19/2013	Common Stock	20,000	\$ 47.28	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DUFFY JAMES J C/O CIT GROUP 505 FIFTH AVENUE NEW YORK, NY 10017	Â	Â	Â Executive Vice President	Â

Signatures

/s/ James P. Shanahan, attorney-in-fact for Mr. Duffy

12/18/2008

**Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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 granted on 1/17/2007 and vest in 1/3 increments on each anniversary of the grant date. Options shall be fully vested on 1/17/2010.
- (2) Options granted on 1/17/2008 and vest in 1/3 increments on each anniversary of the grant date. Options shall be fully vested on 1/17/2011.
- (3) Each Restricted Cash Unit is the economic equivalent of one share of CIT common stock and was granted based on the closing price of CIT common stock of \$21.15 on 01/17/08 (date of grant).
- (4) Restricted Cash Units vest in 50% increments on each of the first and second anniversary of the date of grant and are payable in cash based on the closing price of CIT common stock on the vest date.
- (5) Options granted on 4/7/2006 and vest in 1/3 increments on each anniversary of the grant date. Options shall be fully vested on 4/7/2009.

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- (6) Options granted on 7/17/2008 and vest in 1/3 increments on each anniversary of the grant date. Options shall be fully vested on 7/17/2011.
- (7) Options granted on 7/18/2007 and vest in 1/3 increments on each anniversary of the grant date. Options shall be fully vested on 7/18/2010.
- (8) Options granted on 7/19/2006 and vest in 1/3 increments on each anniversary of the grant date. Options shall be fully vested on 7/19/2009.
- (9) Total includes restricted stock that vest as follows: 2,544 shares shall vest on 4/19/2009; 2,506 shares shall vest on 1/17/2009; 2,506 shares shall vest on 1/17/2010; and 52,439 restricted stock units shall vest 100% on 12/31/2010.

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