ITC Holdings Corp.
Form 4
June 11, 2014

FORM 4

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

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

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
Expires:	January 31, 2005
Estimated average burden hours per response...	0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
Bready Cameron M

(Last) (First) (Middle)

27175 ENERGY WAY

(Street)

NOVI, MI 48377

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
ITC Holdings Corp. [ITC]

3. Date of Earliest Transaction (Month/Day/Year)
06/09/2014

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

_____ Director _____ 10% Owner
__X__ Officer (give title below) _____ Other (specify below)
EVP & Chief Financial Officer

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ 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 Without Par Value	06/09/2014		M		47,955	A	$ 17.49	69,363	D	
Common Stock Without Par Value	06/09/2014		S		47,955	D	$ 37.4023 (1)	21,408	D	
Common Stock Without Par Value	06/09/2014		M		10,000	A	$ 17.49	31,408	D	

Common Stock Without Par Value	06/09/2014		S		10,000	D	$ 37.3671 (2)	21,408	D	
Common Stock Without Par Value	06/09/2014		M		4,500	A	$ 17.49	25,908	D	
Common Stock Without Par Value	06/09/2014		S		4,500	D	$ 37.3924 (3)	21,408	D	
Common Stock Without Par Value	06/09/2014		M		5,000	A	$ 17.49	26,408	D	
Common Stock Without Par Value	06/09/2014		S		5,000	D	$ 37.4241 (4)	21,408	D	

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

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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 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)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (Right to Buy)	$ 17.49	06/09/2014		M			47,955	(5)	05/18/2020	Common Stock Without Par Value	47,955
Employee Stock	$ 17.49	06/09/2014		M			10,000	(5)	05/18/2020	Common Stock	10,000

Option (Right to Buy)								Without Par Value	
Employee Stock Option (Right to Buy)	$ 17.49	06/09/2014		M	4,500	(5)	05/18/2020	Common Stock Without Par Value	4,500
Employee Stock Option (Right to Buy)	$ 17.49	06/09/2014		M	5,000	(5)	05/18/2020	Common Stock Without Par Value	5,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Bready Cameron M 27175 ENERGY WAY NOVI, MI 48377			EVP & Chief Financial Officer	

Signatures

Cameron M. Bready	06/11/2014
**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)** The weighted average price is $37.4023. Sales prices ranged from $37.40 to $37.47
- **(2)** The weighted average price is $37.3671. Sales prices ranged from $37.35 to $37.415.
- **(3)** The weighted average price is $37.3924. Sales prices ranged from $37.37 to $37.44.
- **(4)** The weighted average price is $37.4241. Sales prices ranged from $37.4 to $37.46.
- **(5)** These stock options become exercisable in three equal installments beginning on the first anniversary of the grant date so long as the recipient remains an employee.
- **(6)** The weighted average price is $37.361. Sale prices ranged from $37.35 to $37.415.
- **(7)** The weighted average price is $37.3671. Sales prices ranged from $37.35 to $37.415
- **(8)** The weighted average price is $37.3924. Sales prices ranged from $37.37 to $37.44
- **(9)** The weighted average price is $37.4241. Sales prices ranged from $37.40 to $37.46.

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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