

ITC Holdings Corp.
Form 4
June 01, 2016

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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Mason Soneral Christine

(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)

05/27/2016

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)

SVP & General Counsel

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 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 Ownership Indirect Beneficial Ownership (Instr. 4)
Common Stock Without Par Value	05/27/2016		S	3,063	D \$ 44.53 (1)	26,845	D
Common Stock Without Par Value	05/27/2016		M	4,436	A \$ 36.73	31,281	D
Common Stock Without Par Value	05/27/2016		F	3,913	D \$ 44.39	27,368	D

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Common Stock Without Par Value	05/27/2016	M	10,746	A	\$ 35.91	38,114	D
Common Stock Without Par Value	05/27/2016	F	9,342	D	\$ 44.39	28,772	D
Common Stock Without Par Value	05/27/2016	M	5,553	A	\$ 29.31	34,325	D
Common Stock Without Par Value	05/27/2016	S	5,553	D	\$ 44.55 (2)	28,772	D

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

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(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)	\$ 36.73	05/27/2016		M		4,436		<u>(3)</u>	05/20/2024	Common Stock Without Par Value	4,436
Employee Stock Option (Right to Buy)	\$ 35.91	05/27/2016		M		10,746		<u>(4)</u>	05/19/2025	Common Stock Without Par Value	10,746
	\$ 29.31	05/27/2016		M		5,553		<u>(5)</u>	05/14/2023		5,553

Employee
Stock
Option
(Right to
Buy)

Common
Stock
Without
Par Value

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Mason Soneral Christine 27175 ENERGY WAY NOVI, MI 48377	SVP & General Counsel

Signatures

Christine Mason
Soneral 06/01/2016

__Signature of Reporting Date
Person

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 sales price was \$44.532. The sale prices range from \$44.52 to \$44.54.
- (2) The weighted average sales price was \$44.547. The sale prices range from \$44.525 to \$44.610.
- (3) These stock options were granted on May 20, 2014 and become exercisable in three equal installments beginning on the first anniversary of the grant date so long as the recipient remains an employee.
- (4) These stock options were granted on May 19, 2015 and become exercisable in three equal installments beginning on the first anniversary of the grant date so long as the recipient remains an employee.
- (5) These stock options were granted on May 14, 2013. 5,550 stock options become exercisable on May 14, 2015 and 5,553 stock options become exercisable on May 14, 2016 so long as the recipient remains an employee.

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.