ITC Holdings Corp. Form 4 October 18, 2016

### FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

Washington, D.C. 20549

if no longer subject to Section 16. Form 4 or Form 5

Check this box

Form 4 or
Form 5

obligations
may continue.

See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \*

Franklin Chris Issuer Symbol ITC Holdings Corp. [ITC] (Check all applicable) (Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) \_X\_\_ Director 10% Owner Other (specify Officer (give title 27175 ENERGY WAY 10/14/2016 below) (Street) 4. If Amendment, Date Original

2. Issuer Name and Ticker or Trading

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

below) below)

6. Individual or Joint/Group Filing(Check Applicable Line)
\_X\_ Form filed by One Reporting Person
\_ Form filed by More than One Reporting Person

5. Relationship of Reporting Person(s) to

**OMB APPROVAL** 

Estimated average

burden hours per

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

**NOVI, MI 48377** 

(City)	(State) (	(Zip) 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. Transactic Code (Instr. 8)	4. Securion(A) or D (Instr. 3,	ispose 4 and (A) or	d of (D) 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)
Common Stock Without Par Value	10/14/2016		Code V D	Amount 5,806	(D)	Price \$ 45.72 (1)	,	D	
Common Stock Without Par Value	10/14/2016		D	6,549	D	(2)	0	D	

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 required to respond unless the form SEC 1474 (9-02)

#### Edgar Filing: ITC Holdings Corp. - Form 4

## displays a currently valid OMB control

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

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exer	cisable and	7. Titl	le and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	onNumber	Expiration D	ate	Amou	ınt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Secur	ities	(Instr. 5)	Bene
	Derivative				Securities			(Instr.	3 and 4)		Owne
	Security				Acquired						Follo
	•				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									A 4		
									Amount		
						Date	Expiration	m: .1	or		
						Exercisable	Date	Title Number			
				~	<i>(</i> 1)				of		
				Code V	(A) (D)				Shares		

### **Reporting Owners**

Reporting Owner Name / Address	Relationships						
• 0	Director	10% Owner	Officer	Other			
Franklin Chris 27175 ENERGY WAY NOVI, MI 48377	X						

## **Signatures**

/s/ Christopher H. 10/18/2016 Franklin

\*\*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) Reporting Person held unvested restricted shares granted in 2014, 2015 and 2016 with time-based performance criteria. Pursuant to the Merger Agreement, these shares became vested at the Effective Time and converted into the right to receive cash.
- Pursuant to the Agreement and Plan of Merger among FortisUS Inc., Element Acquisition Sub Inc., Fortis Inc., and ITC Holdings Corp., dated as of February 9, 2016 (the "Merger Agreement"), at the effective time of the merger (the "Effective Time), each outstanding share converted into the right to receive US\$22.57 plus .7520 of a share of Fortis Inc. stock, which fractional share had a market value of US\$29.84 at the Effective Time.

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.

Reporting Owners 2