

ITC Holdings Corp.  
Form 4  
July 05, 2016

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Stewart Gordon Bennett III

(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)  
06/30/2016

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 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 Ownership (Instr. 4)
Common Stock Without Par Value	06/30/2016		A	453 <sup>(1)</sup> A	\$ 0 33,435	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 displays a currently valid OMB control number.**

SEC 1474 (9-02)

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

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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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Transaction (Instr. 6)
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## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Stewart Gordon Bennett III 27175 ENERGY WAY NOVI, MI 48377	X			

## Signatures

/s/ Gordon Bennett  
Stewart 07/05/2016

\*\*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) This is a grant of restricted stock that will vest on March 31, 2019.

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. tom" WIDTH="1%"> **Voting Items**

**The Board of Directors recommends you vote FOR the following:**

- (1) Election of three Class I directors to our Board, each to serve until the 2016 Annual Meeting:
  - 01) John H. Bauer
  - 02) Phillip M. Nudelman, Ph.D.
  - 03) Reed V. Tuckson, M.D.

**The Board of Directors recommends you vote FOR the following proposals:**

- (2) Approval of an amendment to our amended and restated articles of incorporation to increase the total number of authorized shares from 150,333,333 to 215,333,333 and the total number of authorized shares of common stock from 150,000,000 to 215,000,000.
- (3) Approval of an amendment to our 2007 Equity Incentive Plan, as amended and restated (the 2007 Equity Plan ), to increase the number of shares available for issuance under the 2007 Equity Plan by 12,000,000 shares.
- (4) Ratification of the selection of Marcum LLP as our independent auditors for the year ending December 31, 2013.
- (5) Approval of the adjournment of the 2013 Annual Meeting, if necessary or appropriate, to solicit additional proxies if there are insufficient votes at the time of the 2013 Annual Meeting to adopt any of Proposals 1 through 4.

Transact such other business as may properly come before the 2013 Annual Meeting and all adjournments and postponements thereof.

