ITC Holdings Corp. Form 4 June 05, 2014

## FORM 4

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

**OMB** Washington, D.C. 20549 Number:

**OMB APPROVAL** 

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Check this box if no longer subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** 

Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \* 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading Bready Cameron M Issuer Symbol ITC Holdings Corp. [ITC] (Check all applicable) (Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) Director 10% Owner \_X\_\_ Officer (give title \_ Other (specify 27175 ENERGY WAY 06/03/2014 below) **EVP & Chief Financial Officer** (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) \_X\_ Form filed by One Reporting Person Form filed by More than One Reporting **NOVI, MI 48377** Person

(City)	(State)	(Zip) Tab	le I - Non-	Derivativ	e Secu	rities Acqui	red, Disposed of,	or Beneficiall	y 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)		sed of 4 and (A) or		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	06/03/2014		S	3,675	D	\$ 37.55	57,908	D	
Common Stock Without Par Value	06/03/2014		S	5,000	D	\$ 37.4267	52,908	D	
Common Stock Without Par Value	06/03/2014		S	5,000	D	\$ 37.504	47,908	D	

Common Stock Without Par Value	06/03/2014	S	2,500	D	\$ 37.5429	45,408	D
Common Stock Without Par Value	06/03/2014	S	3,000	D	\$ 37.5353	42,408	D
Common Stock Without Par Value	06/03/2014	S	5,000	D	\$ 37.569	37,408	D
Common Stock Without Par Value	06/03/2014	S	5,000	D	\$ 37.5	32,408	D
Common Stock Without Par Value	06/03/2014	S	1,000	D	\$ 37.43	31,408	D
Common Stock Without Par Value	06/03/2014	S	5,000	D	\$ 37.4335	26,408	D
Common Stock Without Par Value	06/03/2014	S	5,000	D	\$ 37.44	21,408	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	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exercisable and	7. Title and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	TransactionNumber		Expiration Date	Amount of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/Year)	Underlying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivativ	e	Securities	(Instr. 5)	Bene
	Derivative				Securities	S	(Instr. 3 and 4)		Owne
	Security				Acquired				Follo
					(A) or				Repo
					Disposed				Trans
					of (D)				(Instr
					(Instr. 3,				
					4, and 5)				

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

Date Expiration Or Number Of Shares

### **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. 06/05/2014 Bready

\*\*Signature of Date
Reporting Person

#### **Explanation of Responses:**

\* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

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 3

<sup>\*\*</sup> Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).