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

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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,

Person

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 Mason Soneral Christine 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 05/27/2016 below) SVP & General Counsel (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

(City)	(State)	(Zip) Tabl	e I - Non-D	Derivative	Securi	ities Acqu	iired, Disposed of	, or Beneficial	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)				of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code V	Amount	or (D)	Price	(Instr. 3 and 4)		
Common Stock Without Par Value	05/27/2016		S	3,063	D	\$ 44.53	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	

OMB APPROVAL

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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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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. Transactic Code (Instr. 8)	5. Number of orDerivative 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	(3)	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 Common Stock Stock
Option Without (Right to Buy)

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Mason Soneral Christine 27175 ENERGY WAY

SVP & General Counsel

NOVI, MI 48377

Signatures

Christine Mason Soneral 06/01/2016

**Signature of Reporting 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 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.

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