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

ITC Holdings	s Corp.											
Form 4												
April 02, 201												
FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION							OMB APPROVAL					
	- UNITED	STATES		hington,			NGE (	COMMISSION	OMB Number:	3235-0287		
Check this				8 /					Expires:	January 31,		
if no longe subject to Section 16	<b>51A1E</b> 5.	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 20(b) of the Investment Company Act of 1940							Estimated a burden hou	Estimated average burden hours per		
Form 4 or Form 5 obligation may contin <i>See</i> Instruct 1(b).	Filed pu <sup>s</sup> Section 17								response C			
(Print or Type R	esponses)											
1. Name and Address of Reporting Person <u></u> JEPSEN EDWARD G			2. Issuer Name <b>and</b> Ticker or Trading Symbol				g	5. Relationship of Reporting Person(s) to Issuer				
		ITC Holdings Corp. [ITC]					(Check all applicable)					
27175 ENERGY WAY         (Month/I 03/31/2           (Street)         4. If Amo			(Month/D	3. Date of Earliest Transaction (Month/Day/Year)				X_ Director 10% Owner Officer (give title Other (specify				
			03/31/2014					below) below)				
				f Amendment, Date Original ed(Month/Day/Year)				<ol> <li>6. Individual or Joint/Group Filing(Check Applicable Line)</li> <li>_X_ Form filed by One Reporting Person</li> </ol>				
NOVI, MI 48	8377								Iore than One R			
(City)	(State)	(Zip)	Table	e I - Non-Do	erivative S	Securi	ties Ac	quired, Disposed of	f, or Beneficia	lly Owned		
1.Title of Security (Instr. 3)	2. Transaction Da (Month/Day/Year	Transaction Date 2A. Dee Ionth/Day/Year) Execution any (Month/		3. Transactio Code (Instr. 8)	1 ( )		SecuritiesIBeneficially(OwnedI		7. Nature of Indirect Beneficial Ownership (Instr. 4)			
Common Stock	00/01/0014				Amount			(Instr. 3 and 4)	5			
Without Par Value	03/31/2014			А	502 <u>(1)</u>	A	\$0	181,849 <u>(2)</u>	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.

 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. orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	7. Titl Amou Under Securi (Instr.	int of lying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secu Bene Owne Follo Repo Trans (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

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## **Reporting Owners**

Reporting Owner Name / Addre	ess	Relationships							
	Director	10% Owner	Officer	Other					
JEPSEN EDWARD G 27175 ENERGY WAY NOVI, MI 48377	Х								
Signatures									
/s/ Edward G. Jepsen	04/02/2014								
**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, 2017.
- (2) Reflects 3 for 1 stock split effective February 28, 2014.

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.