Edgar Filing: ITC Holdings Corp. - Form 4

ITC Holdings	Corp.											
Form 4												
April 02, 201	5											
FORM	4	D стате	SECUD	ITIES AT		TT A R	NCE	COMMISSION	т	OMB APPROVAL		
		DSIALE		hington, 1			NGE	COMMISSION	OMB Number:	3235-0287		
Check this							Expires:	January 31,				
if no longe subject to Section 16	51A11 5.	EMENT O	OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES							Estimated average burden hours per		
Form 4 or Form 5							response	0.5				
obligation	^s Section 1							f 1935 or Sectio	m			
may contin See Instruc	nue.		of the Inv	•	•	- ·						
1(b).												
(Print or Type R	ecnoncec)											
(Thit of Type K	esponses)											
1. Name and Address of Reporting Person <u>*</u> Stewart Gordon Bennett III			2. Issuer Name and Ticker or Trading Symbol				g	5. Relationship of Reporting Person(s) to Issuer				
			ITC Hol	dings Cor	p. [ITC]			(Che)	ck all applicabl	e)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction				k an applicable)					
27175 ENERGY WAY 03 (Street) 4.1			(Month/Day/Year) 03/31/2015					X_ Director 10% Owner Officer (give title Other (specify below) below)				
			4. If Amendment, Date Original					6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person				
				Filed(Month/Day/Year)								
NOVI, MI 48	3377							Form filed by M Person	More than One R	eporting		
(City)	(State)	(Zip)	Table	e I - Non-De	erivative S	ecuri	ties Ac	quired, Disposed o	f, or Beneficia	lly Owned		
1.Title of Security	2. Transaction Date 2A. I (Month/Day/Year) Exec		emed on Date, if	3. 4. Securities TransactionAcquired (A) or			6. Ownership Form: Direct	7. Nature of Indirect				
(Instr. 3)		any (Month	/Day/Year)	CodeDisposed of (D)(Instr. 8)(Instr. 3, 4 and 5)			Beneficially Owned Following	(D) or Indirect (I) (Instr. 4)	Beneficial Ownership (Instr. 4)			
					(A)			Reported Transaction(s)	(IIISU: +)	(
				Code V	Amount	or (D)	Price	(Instr. 3 and 4)				
Common												
Stock Without Par Value	03/31/2015			А	567 <u>(1)</u>	А	\$0	30,657	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. Transacti Code (Instr. 8)	5. orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		Date	Amou Unde Secur	le and unt of rlying rities . 3 and 4)	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 / Address	Relationships						
	Director	10% Owner	Officer	Other			
Stewart Gordon Bennett III 27175 ENERGY WAY NOVI, MI 48377	Х						
Signatures							
/s/ Gordon Bennett Stewart	04/02/20	15					
**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, 2018.

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.