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

ITC Holdings	s Corp.										
Form 4	6										
April 04, 201										PPROVAL	
FORM	UNITED	) STATES	S SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549						3235-0287		
Check this if no long subject to Section 16 Form 4 or Form 5 obligation may conti <i>See</i> Instru- 1(b).	er <b>STATE</b> 5. Filed pu s Section 17	ATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES ed pursuant to Section 16(a) of the Securities Exchange Act of 1934, on 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940							Expires: Estimated burden hou response	irs per	
(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 (Check all applicable)			
	<b>AC11</b>	ITC Holdings Corp. [ITC]									
(Last) (First) (Middle) 27175 ENERGY WAY			( · · · · · · · · · · · · · · · · · · ·					X Director Officer (give below)	give title 10% Owner below)		
				Amendment, Date Original (Month/Day/Year)				6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person			
NOVI, MI 4	8377							Form filed by M Person	More than One R	eporting	
(City)	(State)	(Zip)	Table	e I - Non-De	erivative S	ecuri	ties Ace	quired, Disposed o	f, or Beneficia	lly Owned	
1.Title of Security (Instr. 3)2. Transaction (Month/Day/Y)		n Date 2A. Deemed Year) Execution Date, if any (Month/Day/Year)		3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5) (A)			)	SecuritiesIBeneficially(OwnedI	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Common Stock Without Par	03/31/2016			Code V	Amount 487 <u>(1)</u>		Price \$ 0	(Instr. 3 and 4) 186,243	D		
Value											

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 / Addre	ess	Relationships							
	Director	10% Owner	Officer	Other					
JEPSEN EDWARD G 27175 ENERGY WAY NOVI, MI 48377	Х								
Signatures									
/s/ Edward G. Jepsen	04/04/2016								
**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.