Edgar Filing: ITC Holdings Corp. - Form 4

ITC Holdings	s Corp.											
Form 4												
April 03, 201	2											
FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION							т	PPROVAL				
	- UNITE	DSIAIE		hington, 1			NGE	COMMISSION	OND	3235-0287		
Check this	s box		vv as	nington,	D.C. 203	549			Number: Expires:	January 31,		
if no long	er STAT	EMENT O	F CHAN	F CHANGES IN BENEFICIAL OWNERSHIP OF						2005		
subject to STATEMENT OF C				SECURITIES					Estimated average			
	Form 4 or				SLEEMILS					burden hours per response 0.5		
Form 5	Filed p	oursuant to	Section 16	6(a) of the	Securiti	es Ex	xchang	ge Act of 1934,	•			
obligation may conti				•	•	- ·		f 1935 or Sectio	n			
See Instru		30(h)) of the Inv	vestment (Company	y Act	of 19	40				
1(b).												
(Print or Type R	esponses)											
1. Name and Address of Reporting Person *2. IssueJEPSEN EDWARD GSymbol			2. Issuer	2. Issuer Name and Ticker or Trading Symbol				5. Relationship of Reporting Person(s) to Issuer				
			•									
			ITC Hol	dings Cor	p. [ITC]			(Cheo	ck all applicabl	e)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction				11	11 /				
27175 ENERGY WAY 03/30/2 (Street) 4. If Am Filed(Ma				nth/Day/Year)			X_ Director 10% Owner Officer (give title Other (specify					
			03/30/2012 <u>— below</u>)						below)			
			4. If Amendment, Date Original					6. Individual or Joint/Group Filing(Check				
			Filed(Mon	Filed(Month/Day/Year)				Applicable Line)				
								X Form filed by One Reporting Person Form filed by More than One Reporting				
NOVI, MI 4	8377							Person		· · · · · · · · · · · · · · · · · · ·		
(City)	(State)	(Zip)	Table	e I - Non-Do	erivative S	Securi	ties Ac	quired, Disposed o	f, or Beneficia	lly Owned		
1.Title of	2. Transaction		emed	3.	4. Securi			5. Amount of	6. Ownership	7. Nature of		
Security	(Month/Day/Ye		ion Date, if TransactionAcquired (A) or					Securities	Form: Direct	Indirect		
(Instr. 3)		any (Month	Code Disposed of (D) /Day/Year) (Instr. 8) (Instr. 3, 4 and 5				Beneficially Owned		Beneficial Ownership			
		× ×	, , , , , , , , , , , , , , , , , , ,	. ,			Following		(Instr. 4) (Inst	(Instr. 4)		
						(A)		Reported Transaction(s)				
						or	р.	(Instr. 3 and 4)				
Common				Code V	Amount	(D)	Price					
Stock,					(1)							
without par	03/30/2012			А	243 <u>(1)</u>	А	\$0	58,877	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	SS	Relationships							
	Director	10% Owner	Officer	Other					
JEPSEN EDWARD G 27175 ENERGY WAY NOVI, MI 48377	Х								
Signatures									
Edward G. Jepsen	04/03/2012								
<u>**</u> 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, 2015.

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.