

ITC Holdings Corp.  
Form 4  
June 01, 2016

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**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 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Mason Soneral Christine

(Last) (First) (Middle)  
27175 ENERGY WAY  
(Street)

NOVI, MI 48377

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
ITC Holdings Corp. [ITC]

3. Date of Earliest Transaction (Month/Day/Year)  
05/27/2016

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
SVP & General Counsel

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
\_\_\_\_ Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  | Code                           | V   | Amount  | (A) or (D)   | Price                             |
| Common Stock Without Par Value  | 05/27/2016                           |  | S                              |   | 3,063   | D  | \$ 44.53<br>(1)                   |
| Common Stock Without Par Value  | 05/27/2016                           |  | M                              |   | 4,436   | A  | \$ 36.73                          |
| Common Stock Without Par Value  | 05/27/2016                           |  | F                              |   | 3,913   | D  | \$ 44.39                          |

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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<br><u>(2)</u> | 28,772 | 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.**

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(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. Transaction Code (Instr. 8) | 5. Number of Derivative 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   | <u>(3)</u> 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  
Stock  
Option  
(Right to  
Buy)

Common  
Stock  
Without  
Par Value

## Reporting Owners

| Reporting Owner Name / Address                                | Relationships |           |                       |       |
|---|---------------|-----------|-----------------------|-------|
|   | Director      | 10% Owner | Officer               | Other |
| Mason Soneral Christine<br>27175 ENERGY WAY<br>NOVI, MI 48377 |               |           | SVP & General Counsel |       |

## Signatures

Christine Mason  
Soneral  
06/01/2016

\*\*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) 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.