

ITC Holdings Corp.
Form 4
June 11, 2014

FORM 4

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

OMB APPROVAL

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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 *
Bready Cameron M

(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)
06/09/2014

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)
EVP & Chief Financial Officer

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(D)	Price
Common Stock Without Par Value	06/09/2014		M		47,955	A	\$ 17.49
Common Stock Without Par Value	06/09/2014		S		47,955	D	\$ 37.4023 (1)
Common Stock Without Par Value	06/09/2014		M		10,000	A	\$ 17.49
							69,363
							21,408
							31,408

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Common Stock Without Par Value	06/09/2014	S	10,000	D	\$ 37.3671 <u>(2)</u>	21,408	D
Common Stock Without Par Value	06/09/2014	M	4,500	A	\$ 17.49	25,908	D
Common Stock Without Par Value	06/09/2014	S	4,500	D	\$ 37.3924 <u>(3)</u>	21,408	D
Common Stock Without Par Value	06/09/2014	M	5,000	A	\$ 17.49	26,408	D
Common Stock Without Par Value	06/09/2014	S	5,000	D	\$ 37.4241 <u>(4)</u>	21,408	D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
Employee Stock Option (Right to Buy)	\$ 17.49	06/09/2014		M	47,955	<u>(5)</u>	05/18/2020	Common Stock Without Par Value	47,955
Employee Stock	\$ 17.49	06/09/2014		M	10,000	<u>(5)</u>	05/18/2020	Common Stock	10,000

Option (Right to Buy)								Without Par Value
Employee Stock Option (Right to Buy)	\$ 17.49	06/09/2014	M	4,500	(5)	05/18/2020	Common Stock Without Par Value	4,500
Employee Stock Option (Right to Buy)	\$ 17.49	06/09/2014	M	5,000	(5)	05/18/2020	Common Stock Without Par Value	5,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Bready Cameron M 27175 ENERGY WAY NOVI, MI 48377			EVP & Chief Financial Officer	

Signatures

Cameron M.
Bready 06/11/2014

__Signature of Date
Reporting Person

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 price is \$37.4023. Sales prices ranged from \$37.40 to \$37.47
- (2) The weighted average price is \$37.3671. Sales prices ranged from \$37.35 to \$37.415.
- (3) The weighted average price is \$37.3924. Sales prices ranged from \$37.37 to \$37.44.
- (4) The weighted average price is \$37.4241. Sales prices ranged from \$37.4 to \$37.46.
- (5) These stock options become exercisable in three equal installments beginning on the first anniversary of the grant date so long as the recipient remains an employee.
- (6) The weighted average price is \$37.361. Sale prices ranged from \$37.35 to \$37.415.
- (7) The weighted average price is \$37.3671. Sales prices ranged from \$37.35 to \$37.415
- (8) The weighted average price is \$37.3924. Sales prices ranged from \$37.37 to \$37.44
- (9) The weighted average price is \$37.4241. Sales prices ranged from \$37.40 to \$37.46.

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.