

ITC Holdings Corp.
Form 4
October 18, 2016

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 *
Hayes Rejji P

(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)
10/14/2016

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)
EVP & CFO

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	(A) or (D)	Price
Common Stock Without Par Value	10/14/2016		D		2,334	D	<u>(1)</u> 37,921
Common Stock Without Par Value	10/14/2016		D		37,921	D	\$ 45.72 <u>(2)</u> 0
Common Stock Without Par Value	10/14/2016		A		10,905.6883	A	\$ 0 <u>(3)</u> 10,905.6883

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Common Stock Without Par Value	10/14/2016		D	9,613.9258	D	\$ 0	1,291.7625	D
Common Stock Without Par Value	10/14/2016		D	1,291.7625	D	\$ 45.72	0	D
						<u>(3)</u>		

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

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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)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
Employee Stock Option (Right to Buy)	\$ 23.58	10/14/2016		D	19,740	<u>(4)</u> 05/22/2022	Common Stock Without Par Value	19,740	
Employee Stock Option (Right to Buy)	\$ 29.31	10/14/2016		D	15,990	<u>(4)</u> 05/14/2023	Common Stock Without Par Value	15,990	
Employee Stock Option (Right to Buy)	\$ 36.73	10/14/2016		D	12,912	<u>(6)</u> 05/20/2024	Common Stock Without Par Value	12,912	
Employee Stock Option (Right to	\$ 35.91	10/14/2016		D	36,842	<u>(7)</u> 05/19/2025	Common Stock Without Par Value	36,842	

Buy)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Hayes Rejji P 27175 ENERGY WAY NOVI, MI 48377			EVP & CFO	

Signatures

/s/ Rejji P.
Hayes

10/18/2016

**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).
- Pursuant to the Agreement and Plan of Merger among FortisUS Inc., Element Acquisition Sub Inc., Fortis Inc., and ITC Holdings Corp., dated as of February 9, 2016 (the "Merger Agreement"), at the effective time of the merger (the "Effective Time), each outstanding share converted into the right to receive US\$22.57 plus .7520 of a share of Fortis Inc. stock, which fractional share had a market value of US\$29.84 at the Effective Time.
- (1) Pursuant to the Agreement and Plan of Merger among FortisUS Inc., Element Acquisition Sub Inc., Fortis Inc., and ITC Holdings Corp., dated as of February 9, 2016 (the "Merger Agreement"), at the effective time of the merger (the "Effective Time), each outstanding share converted into the right to receive US\$22.57 plus .7520 of a share of Fortis Inc. stock, which fractional share had a market value of US\$29.84 at the Effective Time.
 - (2) Reporting Person held unvested restricted shares granted in 2014, 2015 and 2016 with time-based performance criteria. Pursuant to the Merger Agreement, these shares became vested at the Effective Time and converted into the right to receive cash.
 - (3) Reporting Person held performance shares granted in 2015 that, along with related dividend equivalents, would vest based on the satisfaction of certain performance criteria. Pursuant to the Merger Agreement, these shares became vested at the Effective Time and converted into the right to receive cash.
 - (4) 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.
 - (5) Option was cancelled at the Effective Time pursuant to the Merger Agreement in exchange for the right to receive cash.
 - (6) This is a grant of restricted stock with a three year cliff vest provision.
 - (7) 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.

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.