

ITC Holdings Corp.
Form 4
May 17, 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 *
Oginsky Daniel J

(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)
05/14/2016

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
X Officer (give title below) ___ Other (specify below)

EVP - U.S. Grid Development

6. Individual or Joint/Group Filing(Check Applicable Line)

X 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)
				(A) or (D)	Price		
Common Stock Without Par Value	05/14/2016		F	1,868 D	\$ 44.25	106,740	D

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

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SEC 1474 (9-02)

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

Table with columns: 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), 8. Price of Derivative Security (Instr. 5), 9. Number of Derivative Securities Owned Beneficially (Instr. 5), 10. Reporting Person's Title and Ownership Percentage (Instr. 5), 11. Date of Acquisition or Disposition (Instr. 5), 12. Date of Reporting (Instr. 5), 13. Date of Filing (Instr. 5), 14. Date of Issuance (Instr. 5), 15. Date of Expiration (Instr. 5), 16. Date of Exercise (Instr. 5), 17. Date of Conversion (Instr. 5), 18. Date of Warrant Exercise (Instr. 5), 19. Date of Option Exercise (Instr. 5), 20. Date of Conversion (Instr. 5), 21. Date of Warrant Exercise (Instr. 5), 22. Date of Option Exercise (Instr. 5), 23. Date of Conversion (Instr. 5), 24. Date of Warrant Exercise (Instr. 5), 25. Date of Option Exercise (Instr. 5), 26. Date of Conversion (Instr. 5), 27. Date of Warrant Exercise (Instr. 5), 28. Date of Option Exercise (Instr. 5), 29. Date of Conversion (Instr. 5), 30. Date of Warrant Exercise (Instr. 5), 31. Date of Option Exercise (Instr. 5), 32. Date of Conversion (Instr. 5), 33. Date of Warrant Exercise (Instr. 5), 34. Date of Option Exercise (Instr. 5), 35. Date of Conversion (Instr. 5), 36. Date of Warrant Exercise (Instr. 5), 37. Date of Option Exercise (Instr. 5), 38. Date of Conversion (Instr. 5), 39. Date of Warrant Exercise (Instr. 5), 40. Date of Option Exercise (Instr. 5), 41. Date of Conversion (Instr. 5), 42. Date of Warrant Exercise (Instr. 5), 43. Date of Option Exercise (Instr. 5), 44. Date of Conversion (Instr. 5), 45. Date of Warrant Exercise (Instr. 5), 46. Date of Option Exercise (Instr. 5), 47. Date of Conversion (Instr. 5), 48. Date of Warrant Exercise (Instr. 5), 49. Date of Option Exercise (Instr. 5), 50. Date of Conversion (Instr. 5), 51. Date of Warrant Exercise (Instr. 5), 52. Date of Option Exercise (Instr. 5), 53. Date of Conversion (Instr. 5), 54. Date of Warrant Exercise (Instr. 5), 55. Date of Option Exercise (Instr. 5), 56. Date of Conversion (Instr. 5), 57. Date of Warrant Exercise (Instr. 5), 58. Date of Option Exercise (Instr. 5), 59. Date of Conversion (Instr. 5), 60. Date of Warrant Exercise (Instr. 5), 61. Date of Option Exercise (Instr. 5), 62. Date of Conversion (Instr. 5), 63. Date of Warrant Exercise (Instr. 5), 64. Date of Option Exercise (Instr. 5), 65. Date of Conversion (Instr. 5), 66. Date of Warrant Exercise (Instr. 5), 67. Date of Option Exercise (Instr. 5), 68. Date of Conversion (Instr. 5), 69. Date of Warrant Exercise (Instr. 5), 70. Date of Option Exercise (Instr. 5), 71. Date of Conversion (Instr. 5), 72. Date of Warrant Exercise (Instr. 5), 73. Date of Option Exercise (Instr. 5), 74. Date of Conversion (Instr. 5), 75. Date of Warrant Exercise (Instr. 5), 76. Date of Option Exercise (Instr. 5), 77. Date of Conversion (Instr. 5), 78. Date of Warrant Exercise (Instr. 5), 79. Date of Option Exercise (Instr. 5), 80. Date of Conversion (Instr. 5), 81. Date of Warrant Exercise (Instr. 5), 82. Date of Option Exercise (Instr. 5), 83. Date of Conversion (Instr. 5), 84. Date of Warrant Exercise (Instr. 5), 85. Date of Option Exercise (Instr. 5), 86. Date of Conversion (Instr. 5), 87. Date of Warrant Exercise (Instr. 5), 88. Date of Option Exercise (Instr. 5), 89. Date of Conversion (Instr. 5), 90. Date of Warrant Exercise (Instr. 5), 91. Date of Option Exercise (Instr. 5), 92. Date of Conversion (Instr. 5), 93. Date of Warrant Exercise (Instr. 5), 94. Date of Option Exercise (Instr. 5), 95. Date of Conversion (Instr. 5), 96. Date of Warrant Exercise (Instr. 5), 97. Date of Option Exercise (Instr. 5), 98. Date of Conversion (Instr. 5), 99. Date of Warrant Exercise (Instr. 5), 100. Date of Option Exercise (Instr. 5)

Reporting Owners

Table with columns: Reporting Owner Name / Address, Relationships (Director, 10% Owner, Officer, Other), Title, Amount or Number of Shares

Signatures

Daniel J Oginsky, 05/17/2016, **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).
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.