

ITC Holdings Corp.  
Form 4  
October 18, 2016

**FORM 4**

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

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

## OMB APPROVAL

OMB  
Number: 3235-0287  
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2005  
Estimated average  
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response... 0.5

(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)

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  
\_X\_ Officer (give title below) \_\_\_\_ Other (specify below)

SVP &amp; General Counsel

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 Indirect Beneficial Ownership (Instr. 4)
Common Stock Without Par Value	10/14/2016		D	28,772	D \$ 45.72 0 (1)	D	
Common Stock Without Par Value	10/14/2016		A	9,542.9875	A \$ 0 (2) 9,542.9875	D	
Common Stock Without Par Value	10/14/2016		D	1,959.743	D \$ 0 7,583.2445	D	

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Common Stock Without Par Value	10/14/2016	D	7,583.2445	D	\$ 45.72 <u>(2)</u>	0	D
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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.**

SEC 1474  
(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	10/14/2016		D		4,436		<u>(3)</u>	05/20/2024	Common Stock Without Par Value	4,436
Employee Stock Option (Right to Buy)	\$ 35.91	10/14/2016		D		21,491		<u>(5)</u>	05/19/2025	Common Stock Without Par Value	21,491

## Reporting Owners

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

## Signatures

Christine Mason Soneral	10/18/2016
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\_\_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"), the Reporting Person  
(1) 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.  
  
Reporting Person held performance shares granted in 2015 that, along with related dividend equivalents, would vest based on the  
(2) 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.  
  
(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) Option was cancelled at the Effective Time pursuant to the Merger Agreement in exchange for the right to receive cash.  
  
(5) 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.  
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