

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
Expires: January 31,
2005
Estimated average
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Jipping Jon E

(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 ____ Other (specify
below) below)

EVP & Chief Operating Officer

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	83,670	D <u>(1)</u> 32,057	D	
Common Stock Without Par Value	10/14/2016		D	32,057	D \$ 45.72 0 <u>(2)</u>	D	
Common Stock Without Par Value	10/14/2016		A	13,687.6822	A \$ 0 <u>(3)</u> 13,687.6822	D	

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Common Stock Without Par Value	10/14/2016	D	13,687.6822	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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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 Number Shares
Employee Stock Option (Right to Buy)	\$ 13.79	10/14/2016		D	91,680	<u>(4)</u> 05/19/2019	Common Stock Without Par Value 91,680
Employee Stock Option (Right to Buy)	\$ 17.49	10/14/2016		D	81,717	<u>(4)</u> 05/18/2020	Common Stock Without Par Value 81,717
Employee Stock Option (Right to Buy)	\$ 24.05	10/14/2016		D	70,935	<u>(4)</u> 05/25/2021	Common Stock Without Par Value 70,935
Employee Stock Option (Right to Buy)	\$ 23.5867	10/14/2016		D	112,086	<u>(4)</u> 05/22/2022	Common Stock Without Par Value 112,086
Employee Stock Option (Right to Buy)	\$ 36.73	10/14/2016		D	66,988	<u>(6)</u> 05/20/2024	Common Stock Without Par Value 66,988

Employee Stock Option (Right to Buy)	\$ 35.91	10/14/2016	D	46,237	<u>(7)</u>	05/19/2025	Common Stock Without Par Value	46,237
Employee Stock Option (Right to Buy)	\$ 29.31	10/14/2016	D	86,640	<u>(8)</u>	05/14/2023	Common Stock Without Par Value	86,640

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Jipping Jon E 27175 ENERGY WAY NOVI, MI 48377			EVP & Chief Operating Officer	

Signatures

Jon E Jipping 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).

- (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 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) 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.
- (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.
- (8) 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.

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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