Edgar Filing: ITC Holdings Corp. - Form 4

Form 4	s Corp.									
October 04, 2	1							OMB APPROVAL		
	UNITEDS	Washington, D.C. 20549 x STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES							3235-0287	
Check this if no long subject to Section 16 Form 4 or	er STATEM 5.								Expires:January 31Expires:2005Estimated averageburden hours perresponse0.5	
Form 5 obligation may conti <i>See</i> Instru 1(b).	nue. Section 17(a	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								
(Print or Type R	esponses)									
JEPSEN EDWARD G S			2. Issuer Name and Ticker or Trading Symbol ITC Holdings Corp. [ITC]				5. Relationship of Reporting Person(s) to Issuer			
(Last)	(First) (M		3. Date of Earliest Transaction (Chec				k all applicable)			
27175 ENER	(Month/D	(Month/Day/Year) 09/30/2010				X Director Officer (give below)	Officer (give title Other (specify			
			f Amendment, Date Original ed(Month/Day/Year)				6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person			
NOVI, MI 4	8377						Form filed by M Person	More than One R	eporting	
(City)	(State) (Zip) Table	e I - Non-De	erivative S	Securi	ties Ac	quired, Disposed o	f, or Beneficia	lly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3.4. SecuritiesTransactionAcquired (A) orCodeDisposed of (D)(Instr. 8)(Instr. 3, 4 and 5))	5. Amount of Securities Beneficially Owned Following	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	Reported Transaction(s) (Instr. 3 and 4)			
Common Stock, without par value	09/30/2010		A				57,314	D		

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.

 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. Transacti Code (Instr. 8)	5. orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		Date	Amou Unde Secur	le and unt of rlying rities . 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secu Bene Owne Follo Repo Trans (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

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Reporting Owners

Reporting Owner Name / Addres	s	Relationships							
	Director	10% Owner	Officer	Other					
JEPSEN EDWARD G 27175 ENERGY WAY NOVI, MI 48377	Х								
Signatures									
Edward G. Jepsen	10/04/2010								
<u>**</u> 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) This is a grant of restricted stock that will vest on March 31, 2013.

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.