

Oginsky Daniel J
Form 4
December 21, 2012

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
burden hours per
response... 0.5

(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)

12/21/2012

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 & 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)
			Code	V	Amount	(A) or (D)	Price
Common Stock Without Par Value	12/21/2012		M		6,576	A	\$ 33
							39,117
							D
Common Stock Without Par Value	12/21/2012		M		6,474	A	\$ 42.82
							45,591
							D
Common Stock Without Par Value	12/21/2012		M		23,986	A	\$ 41.37
							69,577
							D

Edgar Filing: Oginsky Daniel J - Form 4

Common Stock Without Par Value	12/21/2012	S	37,036	D	\$ 77.0591 <u>(1)</u>	32,541	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.

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)	\$ 33	12/21/2012		M		6,576		<u>(2)</u>	08/16/2016	Common Stock Without Par Value	6,576
Employee Stock Option (Right to Buy)	\$ 42.82	12/21/2012		M		6,474		<u>(2)</u>	08/15/2017	Common Stock Without Par Value	6,474
Employee Stock Option (Right to Buy)	\$ 41.37	12/21/2012		M		23,986		<u>(3)</u>	05/19/2019	Common Stock Without Par Value	23,986

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Oginsky Daniel J 27175 ENERGY WAY	SVP & General Counsel

NOVI, MI 48377

Signatures

Daniel J
Oginsky

12/21/2012

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) The weighted average sales price is \$77.0591. Sale prices ranged from \$76.78 to \$77.71.
- (2) These stock options become exercisable in five equal annual installments beginning on the first anniversary of the grant date so long as the recipient remains an employee.
- (3) 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.

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.