

Oginsky Daniel J
 Form 4
 December 21, 2012

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)
 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
 Officer (give title below) ___ Other (specify below)
 SVP & General Counsel

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 | (D) | Price |
| Common Stock Without Par Value | 12/21/2012 | | M | | 6,576 | A | \$ 33 |
| | | | | | | | 39,117 |
| Common Stock Without Par Value | 12/21/2012 | | M | | 6,474 | A | \$ 42.82 |
| | | | | | | | 45,591 |
| Common Stock Without Par Value | 12/21/2012 | | M | | 23,986 | A | \$ 41.37 |
| | | | | | | | 69,577 |

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| | | | | | | | |
|-----------------------------------------|------------|---|--------|---|-----------------------------|--------|---|
| 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.

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(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

Oginsky Daniel J
27175 ENERGY WAY

Director 10% Owner Officer Other
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.