

Rahill Edward M  
 Form 4  
 September 29, 2010

**FORM 4**

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
 Rahill Edward M

(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)  
 09/27/2010

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 & President - ITC Grid Dev

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 | 09/27/2010                           |  | M                              |   | 8,315   | A  | \$ 33   |
| Common Stock, without par value | 09/27/2010                           |  | S                              |   | 8,315   | D  | \$ 62.25  |
| Common Stock, without par value | 09/27/2010                           |  | M                              |   | 8,884   | A  | \$ 41.37  |

|                                 |            |   |       |   |                             |        |   |
|---------------------------------|------------|---|-------|---|-----------------------------|--------|---|
| Common Stock, without par value | 09/27/2010 | S | 8,884 | D | \$ 62.25                    | 10,275 | D |
| Common Stock, without par value | 09/28/2010 | S | 742   | D | \$<br>63.1315<br><u>(1)</u> | 9,533  | D |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Employee Stock Option (Right to Buy)       | \$ 33  | 09/27/2010                           |  | M                              | 8,315   | <u>(2)</u> 08/16/2016                                    | Common Stock, without par value                               | 8,315                         |
| Employee Stock Option (Right to Buy)       | \$ 41.37   | 09/27/2010                           |  | M                              | 8,884   | <u>(3)</u> 05/19/2019                                    | Common Stock, without par value                               | 8,884                         |

## Reporting Owners

| Reporting Owner Name / Address      | Relationships |           |                                |       |
|-------------------------------------|---------------|-----------|--------------------------------|-------|
|                                     | Director      | 10% Owner | Officer                        | Other |
| Rahill Edward M<br>27175 ENERGY WAY |               |           | SVP & President - ITC Grid Dev |       |

NOVI, MI 48377

## Signatures

Edward M.  
Rahill

09/29/2010

\_\_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 \$63.1315. Sale prices ranged from \$63.13 to \$63.132.
- (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.