

ITC Holdings Corp.
Form 4
February 08, 2007

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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Eisenberg Lewis M

(Last) (First) (Middle)

C/O GREENBAUM, ROWE,
SMITH & DAVIS, LLP, 99 WOOD
AVENUE SOUTH P.O. BOX 5600

(Street)

WOODBIDGE, NJ 07095

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
ITC Holdings Corp. [ITC]

3. Date of Earliest Transaction
(Month/Day/Year)
02/06/2007

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)

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 Ownership Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock, without par value	02/06/2007		J ⁽¹⁾		2,115,947	D	\$ 0
Common Stock, without par value							9,274,107
							2,451

See
footnote
1.

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. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repor Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Eisenberg Lewis M
C/O GREENBAUM, ROWE, SMITH & DAVIS, LLP
99 WOOD AVENUE SOUTH P.O. BOX 5600
WOODBIDGE, NJ 07095

X

X

Signatures

/s/ Lewis
Eisenberg

02/08/2007

__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).

International Transmission Holdings Limited Partnership ("ITHLP") owns all of the 2,115,947 shares of common stock of ITC Holdings Corp. ("Common Stock") reported as disposed of in the above table. Mr. Eisenberg is the sole member of Ironhill Transmission, LLC ("Ironhill"), the General Partner of ITHLP, and, therefore, may be deemed to be the beneficial owner of the shares of Common Stock held by each of ITHLP and Ironhill. On February 6, 2007, ITHLP distributed a total of 2,115,947 shares of Common Stock to its limited partners and 9,573 shares of Common Stock to Ironhill.

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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