

ITC Holdings Corp.  
Form 8-K  
July 25, 2006

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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, DC 20549  
FORM 8-K  
CURRENT REPORT  
Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934  
Date of Report (Date of earliest event reported): July 20, 2006  
ITC HOLDINGS CORP.  
(Exact Name of Registrant as Specified in its Charter)  
Commission File Number: 001-32576**

**Michigan** **32-0058047**  
(State of Incorporation) (IRS Employer Identification No.)  
**39500 Orchard Hill Place, Suite 200, Novi, Michigan 48375**  
(Address of principal executive offices) (zip code)  
(Registrant's telephone number, including area code): **(248) 374-7100**  
**Not Applicable**  
(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 5.02 Departure of Directors or Principal Officers; Election of Directors; Appointment of Principal Officers.

Item 8.01 Other Events.

SIGNATURES

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**Item 5.02 Departure of Directors or Principal Officers; Election of Directors; Appointment of Principal Officers.**

(c) On July 20, 2006, pursuant to the Company's bylaws, the Company's board of directors increased the number of directors by one to a total of five directors and appointed Gordon Bennett Stewart III to serve as a member of the Company's board of directors for a term expiring at the next annual meeting of shareholders and the election and qualification of his successor, or his earlier resignation or removal. Mr. Stewart has been appointed to serve as a member of the Audit Committee of the Company's board of directors.

**Item 8.01 Other Events.**

On July 19, 2006, Jim Cyrulewski, Vice President of Operations Policy announced his retirement from the Company effective upon a date yet to be determined.

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**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

July 25, 2006

ITC HOLDINGS CORP.

By: /s/ Daniel J. Oginsky  
Daniel J. Oginsky

Its: Vice President, General Counsel and  
Secretary