



DIVISION OF
CORPORATION FINANCE

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

October 11, 2012

Via E-mail

Joseph L. Welch
Chairman, President and Chief Executive Officer
ITC Holdings Corp.
27175 Energy Way
Novi, Michigan 48377

**Re: ITC Holdings Corp.
Form 10-K for Fiscal Year Ended December 31, 2011
Filed February 22, 2012
Definitive Proxy Statement on Schedule 14A
Filed April 12, 2012
File No. 1-32576**

Dear Mr. Welch:

We have completed our review of your filings. We remind you that our comments or changes to disclosure in response to our comments do not foreclose the Commission from taking any action with respect to the company or the filings and the company may not assert staff comments as a defense in any proceeding initiated by the Commission or any person under the federal securities laws of the United States. We urge all persons who are responsible for the accuracy and adequacy of the disclosure in the filings to be certain that the filings include the information the Securities Exchange Act of 1934 and all applicable rules require.

Sincerely,

/s/ William H. Thompson

William H. Thompson
Accounting Branch Chief

cc: Wendy A. McIntyre, Vice President, Secretary and General Counsel
Fred Stibor, Vice President and Controller