



ITC Holdings Corp.





ITC NYSE

Utilities - Electric

Market Capitalization USD:

\$3,971.88 mm

CONCERN LEVEL: LOW

- 1 The CEO's total remuneration is within the typical market range for the relevant industry and market cap.
- 2 The ratio between the CEO's pay and the median pay of the other named executive officers is 3X or less. 
- 3 The CEO's annual cash incentives rose or fell in line with annual performance.
- 4 The CEO received no more than one annual cash bonus this fiscal year. 
- 5 The CEO's equity remuneration reflected the company's share price movement over the last five years.
- 6 The company only pays long-term incentives to the CEO for above median performance against a peer group.
- 7 The company's dilution from equity incentives is 10 percent or less.
- 8 Unvested equity lapses when the CEO's employment is terminated. 
- 9 The CEO's potential cash severance payment is capped at two times annual cash remuneration.
- 10 The accrued benefits of the CEO's post-retirement income are within the typical market range for the relevant market cap bracket. 

CEO: Joseph L. Welch

Age: 63

CEO Since: 2003

	2009	2010	2011
Base Salary	\$737,827	\$800,904	\$880,577
Discretionary Bonus	\$1,164,369	\$1,288,217	\$1,386,602
Annual Cash Incentive	\$1,488,375	\$1,774,375	\$1,023,750
Benefits and Perquisites	\$148,891	\$222,567	\$215,700
TOTAL ANNUAL COMPENSATION	\$3,539,462	\$4,086,063	\$3,506,629
Increase in Post-Retirement Benefits	\$147,370	\$4,215,989	\$5,573,426
Stock Option Awards	\$555,063	\$613,504	\$478,273
Stock Awards	\$634,566	\$714,952	\$1,274,025
TOTAL COMPENSATION	\$4,876,461	\$9,630,508	\$10,832,353
Median of Other Named Executive Officers Total Compensation	\$1,754,012	\$1,834,799	\$1,779,103
Value Realized on Exercise of Stock Option	\$0	\$0	\$3,976,300
Value Realized on Vesting of Stock	\$0	\$0	\$518,869
TOTAL REALIZED EQUITY COMPENSATION	\$0	\$0	\$4,495,169

Proxy Date: 12 Apr 2012

Annual Meeting Date: 23 May 2012

Equity Reserves: 9.92%

Stock Option Run Rate: 0.41%

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Performance Comparison

■ S&P500 ■ Industry ■ ITC



Peer Comparisons (TRBC) =Utilities - Electric

Total Summary CEO Compensation

Ticker	Company Name	2009	2010	2011	Market Cap
ITC	ITC Holdings Corp.	\$4,876,461	\$9,630,508	\$10,832,353	\$3,971,881,258
ETR	Entergy Corporation	\$15,166,209	\$8,280,067	\$10,130,771	\$11,797,494,875
DTE	DTE Energy Company	\$9,211,101	\$8,476,794	\$7,389,279	\$8,302,597,351
AES	AES Corporation (The)	\$8,812,490	\$7,868,720	\$20,827,217	\$7,636,253,572
CEG	Constellation Energy Group, Inc.	\$10,910,105	\$15,716,378		\$7,604,585,721
NU	Northeast Utilities	\$7,733,638	\$8,254,374		\$5,952,470,043
NRG	NRG Energy, Inc.	\$7,854,404	\$8,122,110	\$7,000,297	\$5,116,952,183

To insure consistency, peer comparisons are based on a combination of TRBC Industry and Sector classifications and company market caps. Missing peer pay figures for 2011 are due to differences in company filing schedules.

Pay Peer Group

AGL Resources Inc., Atmos Energy Corporation, Great Plains Energy Incorporated, National Fuel Gas Company, NSTAR, OGE Energy Corp., Questar Corporation, UGI Corporation, Alliant Energy Corporation, CMS Energy Corporation, MDU Resources Group, Inc., Northeast Utilities, NV Energy, Inc., Pepco Holdings, Inc., Scana Corporation, Wisconsin Energy Corporation.

Performance Peer Group

NA

COMPENSATION COMMITTEE MEMBERS

Director	Membership	Age	Gender	Tenure	Independence
William J. Museler	Chairman	71	Male	6	Outside
Hazel R. O'Leary	Member	74	Female	5	Outside
J.C. Watts	Member	54	Male	1	Outside
Richard D. McLellan	Member	69	Male	5	Outside