

Carter Pamela L
 Form 4
 December 18, 2018

FORM 4

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

OMB APPROVAL

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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 *
 Carter Pamela L

(Last) (First) (Middle)

C/O ENBRIDGE INC., 200 425 - 1
 STREET SW

(Street)

CALGARY, A0 T2P 3L8

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
 ENBRIDGE INC [ENB]

3. Date of Earliest Transaction
 (Month/Day/Year)
 12/14/2018

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 (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount (A) or (D) Price | | |
| Common Shares ⁽¹⁾ | 12/14/2018 | | A | | 455 A <u>(1)</u> 41,552 | D | |
| Common Shares | 12/17/2018 | | A | | 1,007 A <u>(2)</u> 42,559 | D | |

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

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SEC 1474 (9-02)

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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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|
| Deferred Stock Units | (3) | 12/14/2018 | | A | 552 | (3) (3) | Common Shares | 552 \$ 0 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Carter Pamela L C/O ENBRIDGE INC. 200 425 - 1 STREET SW CALGARY, A0 T2P 3L8 | X | | | |

Signatures

/s/ Michelle Lowther,
attorney-in-fact

12/18/2018

**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).
- All non-employee directors may elect to receive a portion of their compensation in the form of Enbridge Common Shares. The Enbridge
- (1) Common Shares granted as a component of director compensation are not subject to any vesting conditions or other restrictions on transfer.
 - (2) Pursuant to the Agreement and Plan of Merger, dated August 24, 2018, among Spectra Energy Partners, LP ("SEP"), Enbridge Inc. ("Enbridge"), Autumn Acquisition Sub, LLC and the other parties thereto, at the closing of the merger on December 17, 2018, each common unit of SEP (other than those held by Enbridge or its subsidiaries) was exchanged for 1.111 Enbridge Common Shares and cash in lieu of any fractional shares. The market value of Enbridge Common Shares at the effective time of the merger was \$35.40.
 - (3) All non-employee directors receive a portion of their compensation in the form of Deferred Stock Units ("DSUs"), which represent notional shares with the same value as Enbridge Common Shares. Such DSUs are fully vested at grant and are settled in cash upon retirement of the director based on the price of Enbridge Common Shares. The DSUs have no expiration date.
 - (4) Includes 67 DSUs acquired by the Reporting Person between September 22, 2018 and December 14, 2018 pursuant to a dividend reinvestment feature under the Enbridge Inc. Directors' Compensation Plan.

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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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