

Yardley William T.
Form 3
January 02, 2018

FORM 3

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

OMB APPROVAL

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**INITIAL STATEMENT OF 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 *

Yardley William T.

(Last) (First) (Middle)

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

(Street)

CALGARY, A0A T2P 3L8

(City) (State) (Zip)

2. Date of Event Requiring
Statement

(Month/Day/Year)

01/01/2018

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

4. Relationship of Reporting
Person(s) to Issuer

5. If Amendment, Date Original
Filed(Month/Day/Year)

(Check all applicable)

☐ Director ☐ 10% Owner
☒ Officer ☐ Other
(give title below) (specify below)
See Remarks

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 Beneficially Owned

1. Title of Security
(Instr. 4)

2. Amount of Securities
Beneficially Owned
(Instr. 4)

3. Ownership
Form:
Direct (D)
or Indirect
(I)
(Instr. 5)

4. Nature of Indirect Beneficial
Ownership
(Instr. 5)

Common Shares

93,970

D

A

Common Shares

13,169

I

Held through Spectra Retirement
Savings Plan

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

SEC 1473 (7-02)

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information contained in this form are not
required to respond unless the form displays a
currently valid OMB control number.**

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security
(Instr. 4)

2. Date Exercisable and
Expiration Date
(Month/Day/Year)

3. Title and Amount of
Securities Underlying
Derivative Security

4. Conversion
or Exercise

5. Ownership
Form of

6. Nature of
Indirect Beneficial
Ownership

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	Date Exercisable	Expiration Date	(Instr. 4) Title	Amount or Number of Shares	Price of Derivative Security	Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	(Instr. 5)
Non-Qualified Options (right to buy)	Â (1)	02/16/2026	Common Shares	58,941	\$ 28.87	D	Â
Non-Qualified Options (right to buy)	Â (2)	02/28/2027	Common Shares	56,580	\$ 41.64	D	Â
Phantom Stock Units	Â (3)	Â (3)	Common Shares	7,822	\$ (3)	D	Â
Phantom Stock Units	Â (4)	Â (4)	Common Shares	8,118	\$ (4)	D	Â
Phantom Stock Units	Â (5)	Â (5)	Common Shares	17,908	\$ (5)	D	Â
Restricted Stock Units	Â (6)	Â (6)	Common Shares	19,975	\$ (6)	D	Â
Performance Stock Units	Â (7)	Â (7)	Common Shares	8,981.3326 (8)	\$ (7)	D	Â
Performance Stock Units	Â (9)	Â (9)	Common Shares	4,897.0345 (8)	\$ (9)	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Yardley William T. C/O ENBRIDGE INC. 200, 425 1ST STREET SW CALGARY, Â A0Â T2P 3L8	Â	Â	Â See Remarks	Â

Signatures

/s/ Vas Antoniou,
attorney-in-fact

01/02/2018

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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).

The options were granted on February 16, 2016 under the Spectra Energy Corp. Long Term Incentive Plan, as amended and restated (the

(1) "Spectra LTIP") and, in connection with the merger (the "Merger") of Spectra Energy Corp. ("Spectra") and Enbridge, Inc. ("Enbridge") in February 2017, were converted into options to purchase Enbridge Common Shares. The options vest ratably over 3 years.

(2) The options were granted on February 28, 2017 under the Enbridge Incentive Stock Option Plan. The options vest ratably over 4 years.

(3)

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The units were granted on February 17, 2015 under the Spectra LTIP and will vest on February 17, 2018. In connection with the Merger, the units were converted into an award denominated in Enbridge Common Shares. The units will be settled in cash, based on the price of Enbridge Common Shares.

- (4) The units were granted on February 16, 2016 under the Spectra LTIP and will vest on February 16, 2019. In connection with the Merger, the units were converted into an award denominated in Enbridge Common Shares. The units will be settled in cash, based on the price of Enbridge Common Shares.

- (5) The units were granted on February 14, 2017 under the Spectra LTIP and will vest on February 14, 2020. In connection with the Merger, the units were converted into an award denominated in Enbridge Common Shares. The units will be settled 50% in cash (based on the price of Enbridge Common Shares) and 50% in Enbridge Common Shares.

- (6) The units were awarded on February 16, 2016 under the Spectra LTIP as Performance Share Units. In connection with the Merger, the applicable level of performance achievement was determined and each unit was converted into a Restricted Stock Unit denominated in Enbridge Common Shares and subject to only service-based vesting conditions. These units will vest on December 31, 2018.

- (7) The units were granted on February 28, 2017 under the Enbridge Performance Stock Unit Plan and will vest on December 31, 2018. Each unit represents a contingent right to receive in cash the value of one Enbridge Common Share based on pre-determined performance factors, with a maximum payment on settlement of 200% of the grant.

- (8) Total includes the reinvestment of dividends and is rounded down.

- (9) The units were granted on February 28, 2017 under the Enbridge Performance Stock Unit Plan and will vest on December 31, 2019. Each unit represents a contingent right to receive in cash the value of one Enbridge Common Share based on pre-determined performance factors, with a maximum payment on settlement of 200% of the grant.

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Remarks:

ExecutiveÂ ViceÂ PresidentÂ &Â President,Â GasÂ TransmissionÂ &Â Midstream

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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