

PHELPS MICHAEL E J
 Form 3/A
 February 05, 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 * PHELPS MICHAEL E J (Last) (First) (Middle) C/O ENBRIDGE INC., 200, 425 1ST STREET SW (Street) CALGARY, A0 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 (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) | 5. If Amendment, Date Original Filed(Month/Day/Year) 01/02/2018 | 6. Individual or Joint/Group Filing(Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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 | 73,699 ⁽¹⁾ | D | ^ |

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

SEC 1473 (7-02)

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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 (Instr. 4) Title | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|-----------------------------------------------|-------------------------------------------------------------|---------------------------------------------------------------------------------------------|--------------------------------------------------------|---------------------------------------------------------|----------------------------------------------------------|
|-----------------------------------------------|-------------------------------------------------------------|---------------------------------------------------------------------------------------------|--------------------------------------------------------|---------------------------------------------------------|----------------------------------------------------------|

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| | Date Exercisable | Expiration Date | | Amount or Number of Shares | | or Indirect (I) (Instr. 5) | |
|--------------------------------------|---------------------|--------------------|------------------|----------------------------------|--------|----------------------------------|-----------------------------------------|
| DSP Phantom Stock Units (2) | Â (3) | Â (3) | Common Shares | 2,788 | \$ (3) | I | By Spectra Directors Savings Plan |
| DSP Phantom Equivalent Shares (4) | Â (5) | Â (5) | Common Shares | 14,204 | \$ (5) | I | By Spectra Directors Savings Plan |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---------------------------------------------------------------------------------------------|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| PHELPS MICHAEL E J C/O ENBRIDGE INC. 200, 425 1ST STREET SW CALGARY, Â A0Â T2P 3L8 | Â X | Â | Â | Â |

Signatures

/s/ Vas Antoniou,
attorney-in-fact

02/05/2018

**Signature of Reporting Person

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).
- (1) This form is being filed to correct the number of Common Shares reported on the original Form 3 as being directly owned by the Reporting Person as of January 1, 2018.
- This form is also being filed to include the DSP Phantom Stock Units held by the Reporting Person that were unintentionally recorded as indirectly-owned Common Shares held through the Spectra Directors Savings Plan (the "DSP") in Table I on the original Form 3 filed on January 2, 2018. The Reporting Person does not indirectly own any Common Shares by virtue of his holdings in the DSP.
- (2) The units were fully vested at the time compensation was deferred into the DSP. In connection with the merger (the "Merger") of Spectra Energy Corp. ("Spectra") and Enbridge, Inc. ("Enbridge") in February 2017, these Spectra units were converted into units denominated in Enbridge Common Shares and now represent the right to receive one Enbridge Common Share within 60 days following the Reporting Person's separation from service, with fractional shares paid in cash.
- (3) This form is also being filed to include the DSP Phantom Equivalent Shares held by the Reporting Person that were unintentionally recorded as indirectly-owned Common Shares held through the DSP in Table I on the original Form 3 filed on January 2, 2018. The Reporting Person does not indirectly own any Common Shares by virtue of his holdings in the DSP.
- (4) The DSP Phantom Equivalent Shares represent cash amounts that the Reporting Person received in consideration for service on the Spectra board of directors prior to the Merger that were deferred under the DSP and allocated to notional unitized investment funds based on Common Shares. Each DSP Phantom Equivalent Share represents the right to receive one Enbridge Common Share within 60 days following the Reporting Person's separation from service, with fractional shares paid in cash. The balance of DSP Phantom Equivalent Shares may vary from time to time due to fluctuations in the percentage of assets in the unitized fund investment option that are deemed to be invested in Common Shares.
- (5)

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, See Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.