

Tutcher Dan C
Form 4
December 21, 2018

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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 *
Tutcher Dan C

(Last) (First) (Middle)

C/O ENBRIDGE INC., 200, 425
1ST 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)
12/20/2018

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 | 12/20/2018 | | A | | 13,400 | A | 179,522 |
| Common Shares | 12/20/2018 | | A | | 24,316 | A | 203,838 |

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) | 9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|

Reporting Owners

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

Signatures

/s/ Michelle Lowther,
attorney-in-fact
Date: 12/21/2018

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).
- Pursuant to the Agreement and Plan of Merger, dated September 17, 2018, among Enbridge Energy Partners, L.P. ("EEP"), Enbridge Inc. ("Enbridge"), Winter Acquisition Sub II, LLC and the other parties thereto, at the closing of the merger on December 20, 2018, each
- (1) Class A common unit of EEP (other than those held by Enbridge or its subsidiaries) was exchanged for 0.335 of an Enbridge Common Share and cash in lieu of any fractional shares. The market value of Enbridge Common Shares at the effective time of the merger was \$10.43.
 - (2) Pursuant to the Agreement and Plan of Merger, dated September 17, 2018, among Enbridge Energy Management, L.L.C. ("EEM"), Enbridge Inc. ("Enbridge"), Winter Acquisition Sub I, Inc. and the other parties thereto, at the closing of the merger on December 20, 2018, each listed share of EEM (other than those held by Enbridge or its subsidiaries) was exchanged for 0.335 of an Enbridge Common Share and cash in lieu of any fractional shares. The market value of Enbridge Common Shares at the effective time of the merger was \$10.51.

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.