

Spectra Energy Partners, LP
 Form 4
 April 12, 2016

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 *
 Spectra Energy Corp.

2. Issuer Name and Ticker or Trading Symbol
 Spectra Energy Partners, LP [SEP]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 5400 WESTHEIMER COURT
 (Street)

3. Date of Earliest Transaction
 (Month/Day/Year)
 04/08/2016

____ Director 10% Owner
 ____ Officer (give title below) Other (specify below)
 Director by Deputization

HOUSTON, TX 77056
 (City) (State) (Zip)

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

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 Indirect Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Units representing limited partner interests	04/08/2016		A		9,056,136	A	\$ 45.96
					229,131,442	I	

See footnotes (1) (2) (3)

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. Number of Derivative Securities Owned Beneficially (Instr. 5)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Spectra Energy Corp. 5400 WESTHEIMER COURT HOUSTON, TX 77056		X		Director by Deputization
Spectra Energy Capital, LLC 5400 WESTHEIMER COURT HOUSTON, TX 77056		X		
Spectra Energy Transmission, LLC 5400 WESTHEIMER COURT HOUSTON, TX 77056		X		
Spectra Energy Southeast Pipeline Corp. 5400 WESTHEIMER COURT HOUSTON, TX 77056		X		
Spectra Energy Partners GP, LLC 5400 WESTHEIMER COURT HOUSTON, TX 77056		X		
Spectra Energy Partners (DE) GP, LP 5400 WESTHEIMER COURT HOUSTON, TX 77056		X		

Signatures

/s/ Annachiara Jones, Assistant Secretary for Spectra Energy Corp

04/12/2016

__Signature of Reporting Person

Date

/s/ Annachiara Jones, Secretary for Spectra Energy Capital, LLC

04/12/2016

__Signature of Reporting Person

Date

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/s/ Annachiara Jones, Secretary for Spectra Energy Transmission, LLC	04/12/2016
__Signature of Reporting Person	Date
/s/ Annachiara Jones, Secretary for Spectra Energy Southeast Pipeline Corporation	04/12/2016
__Signature of Reporting Person	Date
/s/ Annachiara Jones, Assistant Secretary for Spectra Energy Partners GP, LLC	04/12/2016
__Signature of Reporting Person	Date
/s/ Annachiara Jones, Assistant Secretary for Spectra Energy Partners GP, LLC, as general partner of Spectra Energy Partners (DE) GP, LP	04/12/2016
__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).
- (1) On April 8, 2016, pursuant to the Common Purchase Unit Agreement, dated as of April 4, 2016, by and between the Issuer and Spectra Energy Corp ("Spectra Energy"), the Issuer agreed to issue and sell, and Spectra Energy agreed to purchase, through its wholly owned subsidiary, Spectra Energy Transmission, LLC ("SET"), 9,056,136 common units representing limited partnership interests in the Issuer, at a price per common unit of \$45.96.
- (2) As of April 8, 2016, giving effect to the reported transaction, SET owns a 56.8% limited partner interest in the Issuer. Spectra Energy Capital, LLC ("Spectra Energy Capital") owns 100% of SET and Spectra Energy owns 100% of Spectra Energy Capital. Accordingly, Spectra Energy, Spectra Energy Capital, and SET may be deemed to beneficially own all of the reported securities.
- (3) As of April 8, 2016, Spectra Energy Partners (DE) GP, LP (the "General Partner") owns a 17.0% limited partner interest in the Issuer. Spectra Energy Partners GP, LLC ("SEP GP LLC") owns a 1% general partner interest in the General Partner, SET owns a 49.5% limited partner interest in the General Partner, and Spectra Energy Southeast Pipeline Corporation ("SE Southeast Pipeline") owns a 49.5% limited partner interest in the General Partner. SET owns 100% of each of SEP GP LLC and SE Southeast Pipeline, Spectra Energy Capital owns 100% of SET, and Spectra Energy owns 100% of Spectra Energy Capital. Accordingly, Spectra Energy, Spectra Energy Capital, SET, SE Southeast Pipeline, SEP GP LLC and the General Partner may be deemed to beneficially own some or all of the reported securities.

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.