

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, 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

(Check all applicable)

☒ Director ☐ 10% Owner
☐ Officer ☐ 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)
☒ Form filed by One Reporting
Person
☐ Form filed by More than One
Reporting Person

Table I - Non-Derivative Securities Beneficially Owned1. 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 A

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

SEC 1473 (7-02)

**Persons who respond to the collection of
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
(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

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).
- (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.

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.
- (4) (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.