

Yardley William T.
Form 4
December 19, 2018

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 *
Yardley William T.

(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)
12/17/2018

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
X Officer (give title below) ___ Other (specify below)
See Remarks

6. Individual or Joint/Group Filing(Check Applicable Line)
X 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	12/17/2018		A	760 A 11	94,730	D	
Common Shares					15,070 (2)	I	Held through Spectra Retirement Savings Plan

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

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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. Name of Reporting Person (Instr. 6)
				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
Yardley William T. C/O ENBRIDGE INC. 200, 425 1ST STREET SW CALGARY, A0 T2P 3L8				See Remarks

Signatures

/s/ Michelle Lowther,
attorney-in-fact

12/19/2018

__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) Pursuant to the Agreement and Plan of Merger, dated August 24, 2018, among Spectra Energy Partners, LP ("SEP"), Enbridge Inc. ("Enbridge"), Autumn Acquisition Sub, LLC and the other parties thereto, at the closing of the merger on December 17, 2018, each common unit of SEP (other than those held by Enbridge or its subsidiaries) was exchanged for 1.111 Enbridge Common Shares and cash in lieu of any fractional shares. The market value of Enbridge Common Shares at the effective time of the merger was \$35.40.

(2) Includes 746 Enbridge Common Shares acquired by the Reporting Person between March 10, 2018 and November 30, 2018 under the Enbridge Dividend Reinvestment and Share Purchase Plan in transactions that were exempt under Rule 16a-11 and 211 Enbridge Common Shares acquired by the Reporting Person between December 1, 2018 and December 17, 2018 pursuant to a dividend reinvestment feature under the Spectra Retirement Savings Plan.

Remarks:

Executive Vice President & President, Gas Transmission & Midstream

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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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