

CONNELLY JEFFREY A  
Form 4  
December 20, 2018

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

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 \*  
CONNELLY JEFFREY A

2. Issuer Name and Ticker or Trading Symbol  
ENBRIDGE ENERGY PARTNERS LP [EEP]

5. Relationship of Reporting Person(s) to Issuer  
(Check all applicable)

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

3. Date of Earliest Transaction (Month/Day/Year)  
12/20/2018

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

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 Beneficial Ownership (Instr. 4) |
|---|--------------------------------------|--|--------------------------------|---|---|--|---|
|   |                                      |  |                                | (A) or (D)  | Price   |  |   |
| Class A Common Units representing limited partner interests | 12/20/2018                           |  | D <sup>(1)</sup>               | 20,000 <sup>(2)</sup>   | D <sup>(1)</sup> / <sub>(3)</sub> 0   | I  | by Susan K. Connelly Family Trust                     |

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

**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**

SEC 1474 (9-02)

number.

**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 Beneficially Owned (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 |
| CONNELLY JEFFREY A<br>5400 WESTHEIMER CT<br>HOUSTON, TX 77056 | X             |           |         |       |

## Signatures

/s/ Chris Kaitson, as Agent and Attorney-in-Fact  
 12/20/2018  
 \*\*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) On December 20, 2018, pursuant to the Agreement and Plan of Merger, dated as of September 17, 2018 (the "Merger Agreement"), by and among Enbridge Energy Partners, L.P. ("EEP"), Enbridge Energy Company, Inc., Enbridge Energy Management, L.L.C., Enbridge Inc. ("Enbridge"), Enbridge (U.S.) Inc., Winter Acquisition Sub II, LLC ("Merger Sub"), and solely for the purposes of Articles I, II and XI, Enbridge US Holdings Inc., Merger Sub merged with and into EEP (the "Merger"), with EEP surviving the Merger as a wholly owned subsidiary of Enbridge.
- (2) On April 21, 2011, the Class A common units representing limited partner interests in EEP (each, an "EEP Class A Common Unit") split 2-for-1, resulting in the Reporting Person's ownership of 10,000 additional EEP Class A Common Units.
- (3) Pursuant to the Merger Agreement, at the effective time of the Merger, each EEP Class A Common Unit issued and outstanding immediately prior to the effective time of the Merger, other than certain excluded EEP Class A Common Units owned by Enbridge and its subsidiaries, was converted into, and became exchangeable for, 0.335 shares of Enbridge common stock. On December 19, 2018 (the last trading day prior to consummation of the Merger), the closing price of one share of Enbridge common stock was \$31.32.

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.