

CONNELLY JEFFREY A

Form 4

December 20, 2018

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

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

OMB APPROVAL

OMB
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(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

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

(City) (State) (Zip)

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 or Disposed of (A) or (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
Class A Common Units representing limited partner interests	12/20/2018		D ⁽¹⁾		20,000 ⁽²⁾	D	⁽¹⁾ ⁽³⁾ 0
						I	by Susan K. Connelly Family Trust

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

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information contained in this form are not
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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. Nu Deriv Secur Bene Own Follo Repor Trans (Instr
				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 5400 WESTHEIMER CT 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).

- 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.

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