

Yardley William T.
Form 3
January 02, 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 * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Yardley William T. | | (Month/Day/Year) | ENBRIDGE INC [ENB] | |
| (Last) | (First) | 01/01/2018 | | |
| C/O ENBRIDGE INC., 200, | | | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| 425 1ST STREET SW | | | | |
| (Street) | | | (Check all applicable) | |
| CALGARY, A0 T2P 3L8 | | | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| (City) | (State) | (Zip) | <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
| | | | (give title below) (specify below) | <input type="checkbox"/> Form filed by More than One Reporting Person |
| | | | See Remarks | |

Table I - Non-Derivative Securities Beneficially Owned

| 1. 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 | 93,970 | D | ^ |
| Common Shares | 13,169 | I | Held through Spectra Retirement Savings Plan |

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

SEC 1473 (7-02)

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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 | 4. Conversion or Exercise | 5. Ownership Form of | 6. Nature of Indirect Beneficial Ownership |
|--|--|--|---------------------------|----------------------|--|
|--|--|--|---------------------------|----------------------|--|

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| | Date Exercisable | Expiration Date | (Instr. 4) Title | Amount or Number of Shares | Price of Derivative Security | Derivative Security: Direct (D) or Indirect (I) (Instr. 5) | (Instr. 5) |
|--------------------------------------|------------------|-----------------|---------------------|----------------------------|------------------------------|--|------------|
| Non-Qualified Options (right to buy) | Â (1) | 02/16/2026 | Common Shares | 58,941 | \$ 28.87 | D | Â |
| Non-Qualified Options (right to buy) | Â (2) | 02/28/2027 | Common Shares | 56,580 | \$ 41.64 | D | Â |
| Phantom Stock Units | Â (3) | Â (3) | Common Shares | 7,822 | \$ (3) | D | Â |
| Phantom Stock Units | Â (4) | Â (4) | Common Shares | 8,118 | \$ (4) | D | Â |
| Phantom Stock Units | Â (5) | Â (5) | Common Shares | 17,908 | \$ (5) | D | Â |
| Restricted Stock Units | Â (6) | Â (6) | Common Shares | 19,975 | \$ (6) | D | Â |
| Performance Stock Units | Â (7) | Â (7) | Common Shares | 8,981.3326 (8) | \$ (7) | D | Â |
| Performance Stock Units | Â (9) | Â (9) | Common Shares | 4,897.0345 (8) | \$ (9) | D | Â |

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, Â A0Â T2P 3L8 | Â | Â | Â See Remarks | Â |

Signatures

/s/ Vas Antoniou,
attorney-in-fact

01/02/2018

**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).

The options were granted on February 16, 2016 under the Spectra Energy Corp. Long Term Incentive Plan, as amended and restated (the

(1) "Spectra LTIP") and, in connection with the merger (the "Merger") of Spectra Energy Corp. ("Spectra") and Enbridge, Inc. ("Enbridge") in February 2017, were converted into options to purchase Enbridge Common Shares. The options vest ratably over 3 years.

(2) The options were granted on February 28, 2017 under the Enbridge Incentive Stock Option Plan. The options vest ratably over 4 years.

(3)

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The units were granted on February 17, 2015 under the Spectra LTIP and will vest on February 17, 2018. In connection with the Merger, the units were converted into an award denominated in Enbridge Common Shares. The units will be settled in cash, based on the price of Enbridge Common Shares.

- (4) The units were granted on February 16, 2016 under the Spectra LTIP and will vest on February 16, 2019. In connection with the Merger, the units were converted into an award denominated in Enbridge Common Shares. The units will be settled in cash, based on the price of Enbridge Common Shares.

- (5) The units were granted on February 14, 2017 under the Spectra LTIP and will vest on February 14, 2020. In connection with the Merger, the units were converted into an award denominated in Enbridge Common Shares. The units will be settled 50% in cash (based on the price of Enbridge Common Shares) and 50% in Enbridge Common Shares.

- (6) The units were awarded on February 16, 2016 under the Spectra LTIP as Performance Share Units. In connection with the Merger, the applicable level of performance achievement was determined and each unit was converted into a Restricted Stock Unit denominated in Enbridge Common Shares and subject to only service-based vesting conditions. These units will vest on December 31, 2018.

- (7) The units were granted on February 28, 2017 under the Enbridge Performance Stock Unit Plan and will vest on December 31, 2018. Each unit represents a contingent right to receive in cash the value of one Enbridge Common Share based on pre-determined performance factors, with a maximum payment on settlement of 200% of the grant.

- (8) Total includes the reinvestment of dividends and is rounded down.

- (9) The units were granted on February 28, 2017 under the Enbridge Performance Stock Unit Plan and will vest on December 31, 2019. Each unit represents a contingent right to receive in cash the value of one Enbridge Common Share based on pre-determined performance factors, with a maximum payment on settlement of 200% of the grant.

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Remarks:

Executive Vice President & President, Gas Transmission & Midstream

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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