

Spectra Energy Corp.  
Form S-8 POS  
January 17, 2007

As filed with the Securities and Exchange Commission on January 17, 2007

Registration No. 333-139661

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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

WASHINGTON, DC 20549

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**POST-EFFECTIVE**  
**AMENDMENT NO. 1 TO**  
**FORM S-8**  
**REGISTRATION STATEMENT**  
*UNDER*  
*THE SECURITIES ACT OF 1933*

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**SPECTRA ENERGY CORP**

(Exact name of registrant as specified in its charter)

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**Delaware**  
(State or other jurisdiction of  
incorporation or organization)

**5400 Westheimer Court**

**Houston, Texas 77056**

**(713) 627-5400**

**20-5413139**  
(I.R.S. Employer

Identification Number)

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

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**Spectra Energy Corp 2007 Long-Term Incentive Plan**

**Spectra Energy Retirement Savings Plan**

**Spectra Energy Corp Executive Savings Plan**

**Spectra Energy Corp Directors Savings Plan**

**(Full Title of the Plan)**

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**William S. Garner, Jr., Esq.**

**Group Executive, General Counsel and Secretary**

**Spectra Energy Corp**

**5400 Westheimer Court**

**Houston, Texas 77056**

**(713) 627-5400**

**(Name, address, including zip code, and telephone numbers, including area code, of agent for service)**

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*Copies to:*

**Jeremy D. London, Esq.**

**Stephen W. Hamilton, Esq.**

**Skadden, Arps, Slate, Meagher & Flom LLP**

**1440 New York Avenue, N.W.**

**Washington, DC 20005**

**(202) 371-7000**

**Explanatory Note**

This Post-Effective Amendment No. 1 to Form S-8 Registration Statement (this Amendment) under the Securities Act of 1933 (the Securities Act) is an amendment to the Spectra Energy Corp (the Company) Form S-8 Registration Statement filed with the Securities and Exchange Commission (the SEC) on December 26, 2006, Registration No. 333-139661 (the Initial S-8). This Amendment will become effective immediately upon filing with the SEC pursuant to Rule 464 of the General Rules and Regulations under the Securities Act. The purpose of this Post-Effective Amendment is to revise the information incorporated by reference under Part II, Item 3. Accordingly, Part II, Item 3 is hereby amended and restated in its entirety.

**PART II**

**INFORMATION REQUIRED IN THE REGISTRATION STATEMENT**

The SEC allows incorporation by reference into this prospectus of information that we file with the SEC. This permits us to disclose important information to you by referencing these filed documents. Any information referenced this way is considered to be a part of this prospectus and any information filed by us with the SEC subsequent to the date of this prospectus will automatically be deemed to update and supersede this information.

This prospectus incorporates by reference the documents listed below that we have previously filed with the SEC. These documents contain important business and financial information about us that is not included in or delivered with this prospectus.

<b>Spectra Energy Corp</b>	<b>Period</b>
Registration Statement on Form 10	Spectra Energy Corp's Registration Statement on Form 10 (File No. 1-33007) initially filed on September 7, 2006, as amended by Amendment No. 1 on October 20, 2006, Amendment No. 2 on November 16, 2006 and Amendment No. 3 on December 6, 2006 (Items 2, 13, and 15 of which were revised by Spectra Energy's Current Report on Form 8-K (File No. 1-33007), dated December 14, 2006) (as so amended and revised, the Form 10)
Current Reports	Filed December 15, 2006 Filed December 22, 2006 Filed December 26, 2006 Filed January 8, 2007
Description of Capital Stock	The description of Spectra Energy's common stock contained in the Information Statement of Spectra Energy, dated December 14, 2006, filed on Spectra Energy's Current Report on Form 8-K (File No. 1-33007), dated December 14, 2006 as exhibit 99.1, including any amendment or report filed for the purpose of updating such description.

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<b>Spectra Energy Capital, LLC (formerly Duke Capital, LLC)</b>	<b>Period</b>
Annual Report on Form 10-K	Year ended December 31, 2005 filed on March 27, 2006 (as to Items 3, 5 and 14), and as amended by Forms 10-K/A filed on March 31, 2006, April 3, 2006, and September 5, 2006 (as to Items 1, 1A, 1B, 2, 6, 7, 7A, 8, 9, 9A and 15).
Quarterly Reports on Form 10-Q	For the quarters ended March 31, 2006 (as revised by the Current Report on Form 8-K filed January 17, 2007), June 30, 2006 and September 30, 2006
Current Reports on Form 8-K	Filed January 12, 2006 (solely with respect to the reporting information under Item 1.01) Filed April 7, 2006 Filed July 6, 2006 Filed August 30, 2006 Filed September 13, 2006 Filed December 6, 2006 Filed December 22, 2006 Filed December 26, 2006 Filed January 17, 2007

We also incorporate by reference any filings made by us with the SEC in accordance with Sections 13(a), 13(c), 14 or 15(d) of the Securities Exchange Act of 1934 on or after the date of this prospectus and before the termination of the offering. To the extent that any information contained in any Current Report on Form 8-K, or any exhibit thereto, was or is furnished, rather than filed with, the SEC, such information or exhibit is specifically not incorporated by reference into this document.

Shareholders can obtain any document incorporated by reference in this document from us without charge, excluding all exhibits, except that if we have specifically incorporated by reference an exhibit in this prospectus, the exhibit will also be provided without charge by requesting it in writing or by telephone from us at:

**Spectra Energy Corp**

**5400 Westheimer Court**

**Houston, Texas 77056**

**(713) 627-5400**

**Attention: Investor Relations**

You may also obtain these documents from our website at [www.spectraenergy.com](http://www.spectraenergy.com) or at the SEC's Internet site [www.sec.gov](http://www.sec.gov) by clicking on the Search for Company Filings link, then clicking on the Company & Other Filers link, and then entering our name in the name field or SE in the ticker symbol field.

**SIGNATURES**

Pursuant to the requirements of the Securities Act, Spectra Energy Corp certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Amendment No. 1 to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Houston, State of Texas, on January 17, 2007.

SPECTRA ENERGY CORP  
(Registrant)

By: /s/ William S. Garner Jr.  
Name: William S. Garner, Jr.  
Title: Group Executive, General Counsel and

Secretary

Pursuant to the requirements of the Securities Act, this Amendment has been signed by the following persons in the capacities and on the dates indicated.

<b>Signature</b>	<b>Title</b>	<b>Date</b>
* Fred J. Fowler	President and Chief Executive Officer and Director	January 17, 2007
	Group Executive and Chief	
* Gregory L. Ebel	Financial Officer (Principal Financial Officer)	January 17, 2007
* Sabra L. Harrington	Vice President and Controller (Principal Accounting Officer)	January 17, 2007

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Signature	Title	Date
Majority of Directors:		
Paul M. Anderson*	Chairman	January 17, 2007
Austin A. Adams	Director	
Roger Agnelli*	Director	January 17, 2007
William T. Esrey*	Director	January 17, 2007
Peter B. Hamilton	Director	
Dennis R. Hendrix*	Director	January 17, 2007
Michael E.J. Phelps*	Director	January 17, 2007
Martha B. Wyrsh*	Director	January 17, 2007

\* The undersigned, by signing his name hereto, does hereby sign this document on behalf of the Registrant and on behalf of each of the above-named persons indicated above by asterisks, pursuant to a power of attorney duly executed by the Registrant and such persons, filed with the Securities and Exchange Commission as an exhibit hereto.

By: /s/ William S. Garner, Jr.  
Name: William S. Garner, Jr.  
Title: Attorney-in-Fact

Pursuant to the requirements of the Securities Act, Spectra Energy Retirement Savings Plan certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Amendment No. 1 to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Houston, State of Texas, on January 17, 2007.

By: /s/ James M. Pruett  
Name: James M. Pruett  
Title: Group Vice President, Human Resources

**EXHIBIT INDEX**

<b>Exhibit No.</b>	<b>Exhibits</b>
3.1	Amended and Restated Certificate of Incorporation of Spectra Energy Corp (filed with Current Report on Form 8-K, dated December 14, 2006, File No. 1-33007, as Exhibit 3.1)
3.2	Amended and Restated By-Laws of Spectra Energy Corp (filed with Current Report on Form 8-K, dated December 14, 2006, File No. 1-33007, as Exhibit 3.2)
5.1	Opinion of William S. Garner, Jr., Group Executive, General Counsel and Secretary of the Registrant*
10.1	Spectra Energy Corp 2007 Long-Term Incentive Plan (filed with Amendment No. 3 to Form 10, dated December 6, 2006, File No. 1-33007, as Exhibit 10.1)
10.2	Spectra Energy Corp Executive Savings Plan (filed with Current Report on Form 8-K dated December 22, 2006, File No. 1-33007, as Exhibit 10.2)
10.3	Spectra Energy Corp Directors Savings Plan (filed with Current Report on Form 8-K dated December 22, 2006, File No. 1-33007, as Exhibit 10.1)
23.1	Consent of Deloitte & Touche LLP, Independent Registered Public Accounting Firm for Spectra Energy Corp
23.2	Consent of Deloitte & Touche LLP, Independent Registered Public Accounting Firm for Duke Capital LLC
23.3	Consent of Deloitte & Touche LLP, Independent Auditors for Duke Energy Field Services, LLC
23.4	Consent of KPMG LLP, Independent Registered Public Accounting Firm for TEPPCO Partners, L.P.
24.1	Power of Attorney of certain officers and directors of Spectra Energy Corp*
24.2	Resolution of Registrant regarding Power of Attorney*

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\* Previously filed.