

Neiles Byron C
Form 4
February 14, 2019

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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Neiles Byron C

(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)

02/12/2019

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 ____ Other (specify
below) 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 Indirect Beneficial Ownership (Instr. 4)
Common Shares	02/12/2019		M	6,246 A <u>1</u>	71,179	D	
Common Shares	02/12/2019		M	2,603 A <u>1</u>	73,829 <u>2</u>	D	

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

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SEC 1474
(9-02)

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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. Date of Acquisition or Disposition (Instr. 3, 4, and 5)		
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Performance Stock Units	(1)	02/12/2019		M		6,246		(1)	(1)	Common Shares	6,246
Performance Stock Units	(1)	02/12/2019		M		2,603		(1)	(1)	Common Shares	2,603

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Neiles Byron C C/O ENBRIDGE INC. 200, 425 1ST STREET SW CALGARY, A0 T2P 3L8				See Remarks

Signatures

/s/ Michelle Lowther,
attorney-in-fact

02/14/2019

__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) The Reporting Person was previously granted Performance Stock Units representing the contingent right to receive in cash the value of one Enbridge Common Share based on satisfaction of pre-determined performance factors over a performance period that commenced on January 1, 2016 and ended on December 31, 2018. The applicable performance conditions were deemed to be satisfied on February 12, 2019 and the units will be settled in cash within 30 days thereafter.
- (2) Includes 47 Enbridge Common Shares acquired by the Reporting Person between December 15, 2018 and February 12, 2019 under the Enbridge Employee Savings Plan in transactions that were exempt under Rule 16b-3(c).

Remarks:

Executive Vice President, Corporate Services

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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