

ENBRIDGE ENERGY PARTNERS LP

Form 4

January 06, 2015

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

OMB APPROVAL

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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 *
ENBRIDGE ENERGY CO INC

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)

1100 LOUISIANA, SUITE 3300,

(Street)

HOUSTON, TX 77002

(City)

(State)

(Zip)

3. Date of Earliest Transaction
(Month/Day/Year)
07/01/2014

4. If Amendment, Date Original
Filed(Month/Day/Year)

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

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)
			Code	V	Amount	(D)	Price

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)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities Acquired	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	(A) or Disposed of (D) (Instr. 3, 4, and 5)	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount of Number of Shares
Class D Units (Limited Partner Interests)	(1)	07/01/2014	A	66,100,000	(1)	(1)			Class A Common Units (Limited Partner Interests)	66,100,
Class E Units (Limited Partner Interests)	(3)	01/02/2015	A	18,114,975	(3)	(3)			Class A Common Units (Limited Partner Interests)	18,114,

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ENBRIDGE ENERGY CO INC 1100 LOUISIANA, SUITE 3300 HOUSTON, TX 77002	X	X		
ENBRIDGE INC 3000, 425-FIRST STREET S.W. CANADA, 4032313900 CALGARY, A0 T2P 3L8	X	X		

Signatures

/s/ Bruce A. Stevenson, Corporate Secretary of Enbridge Energy Company, Inc.

01/06/2015

__Signature of Reporting Person

Date

/s/ John K. Whelen, Executive Vice President & Chief Financial Officer of Enbridge Inc.

01/06/2015

__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) Each Class D Unit is convertible at the sole election of the holder thereof into a Class A Common Unit of the Issuer on a one-for-one basis at any time after July 1, 2019. The Class D Units do not have an expiration date; however, they may be redeemed in whole or in part by Enbridge Energy Partners, L.P. ("EEP") after the 30 year anniversary of issuance at EEP's option for either a cash amount equal to the notional value per unit or newly issued Class A common units of EEP with an aggregate market value at redemption equal to 105% of the aggregate notional value of the Class D Units being redeemed.

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- (2) The price of derivative security for the Class D Units represents the notional value of the Class D Units at June 18, 2014 of \$31.35 per unit, which was the closing price of the Class A common units of EEP on June 17, 2014
- Each Class E Unit is convertible at the sole election of the holder thereof into a Class A Common Unit of the Issuer on a one-for-one basis at any time after January 2, 2015. The Class E Units do not have an expiration date; however, they may be redeemed in whole or
- (3) in part by EEP after the 30 year anniversary of issuance at EEP's option for either a cash amount equal to the notional value per unit or newly issued Class A common units of EEP with an aggregate market value at redemption equal to 105% of the aggregate notional value of the Class D Units being redeemed.
- (4) The price of derivative security for the Class E Units represents the notional value of the Class E Units at December 23, 2014 of \$38.31 per unit, which was determined based on the trailing five-day volume-weighted average price of the Class A common units of EEP.

Remarks:

Enbridge Energy Company, Inc. ("EECI") is indirectly owned by Enbridge Inc. ("Enbridge"). As a result, Enbridge may be de

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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