

Waldheim William S  
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  
Number: 3235-0287  
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2005  
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Waldheim William S

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)

HOUSTON, TX 77056

(City) (State) (Zip)

3. Date of Earliest Transaction  
(Month/Day/Year)  
12/20/2018

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

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

**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 Ownership Indirect Beneficial Ownership (Instr. 4)
Class A Common Units representing limited partner interests	12/20/2018		D <sup>(1)</sup>	6,000 D	<sup>(1)</sup> (2) 0	I	Waldheim Family Trust

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

**Persons who respond to the collection of  
information contained in this form are not  
required to respond unless the form  
displays a currently valid OMB control**

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
Waldheim William S 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.

Pursuant to the Merger Agreement, at the effective time of the Merger, each Class A common unit representing limited partner interests in EEP ("EEP Class A Common Units") issued and outstanding immediately prior to the effective time of the Merger, other than certain

(2) 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.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.