

ENBRIDGE ENERGY MANAGEMENT L L C

Form SC 13G

February 13, 2003

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

SCHEDULE 13G

Under the Securities Exchange Act of 1934
(Amendment No.)*

Enbridge Energy Management, L.L.C.

(Name of Issuer)

Shares Representing Limited Liability Company Interests, no par value

(Title of Class of Securities)

29250X103

(CUSIP Number)

December 31, 2002 Filing pursuant to Rule 13d-1(b)(2)

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1 (b)

Rule 13d-1 (c)

Rule 13d-1 (d)

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the notes).

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CUSIP No. 29250X103

1. Name of Reporting Person: I.R.S. Identification Nos. of above persons (entities only):
BOSTON PARTNERS ASSET
MANAGEMENT, L.P.

2. Check the Appropriate Box if a Member of a Group (See Instructions):
 (a)
 (b)
Not applicable

3. SEC Use Only:

4. Citizenship or Place of Organization:
Delaware

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With:

5. Sole Voting Power:
-0- shares

6. Shared Voting Power:
485,594 shares

7. Sole Dispositive Power:
-0- shares

8. Shared Dispositive Power:
485,594 shares

9. Aggregate Amount Beneficially Owned by Each Reporting Person:
485,594 shares

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions):
Not applicable

11. Percent of Class Represented by Amount in Row (9):
5.4%

12. Type of Reporting Person (See Instructions):
IA, PN

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CUSIP No. 29250X103

1. Name of Reporting Person: I.R.S. Identification Nos. of above persons (entities only):
BPAM (GP), LLC

2. Check the Appropriate Box if a Member of a Group (See Instructions):

(a)

(b)

Not applicable

3. SEC Use Only:

4. Citizenship or Place of Organization:
Delaware

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With:

5. Sole Voting Power:
-0- shares

6. Shared Voting Power:
485,594 shares

7. Sole Dispositive Power:
-0- shares

8. Shared Dispositive Power:
485,594 shares

9. Aggregate Amount Beneficially Owned by Each Reporting Person:
485,594 shares

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions):
Not applicable

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11. Percent of Class Represented by Amount in Row (9):
5.4%

12. Type of Reporting Person (See Instructions):
HC, 00

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CUSIP No. 29250X103

1. Name of Reporting Person: BPAM Holding Company I.R.S. Identification Nos. of above persons (entities only):

2. Check the Appropriate Box if a Member of a Group (See Instructions):

(a)

(b)

Not applicable

3. SEC Use Only:

4. Citizenship or Place of Organization: Delaware

5. Sole Voting Power:
-0- shares

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With:

6. Shared Voting Power:
485,594 shares

7. Sole Dispositive Power:
-0- shares

8. Shared Dispositive Power:
485,594 shares

9. Aggregate Amount Beneficially Owned by Each Reporting Person:
485,594 shares

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions):
Not applicable

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11. Percent of Class Represented by Amount in Row (9):
5.4 %

12. Type of Reporting Person (See Instructions):
HC, 00

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CUSIP No. 29250X103

1. Name of Reporting Person: I.R.S. Identification Nos. of above persons (entities only):
Desmond John Heathwood

2. Check the Appropriate Box if a Member of a Group (See Instructions):

(a)

(b)

Not applicable

3. SEC Use Only:

4. Citizenship or Place of Organization:
United States

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With:

5. Sole Voting Power:
-0- shares

6. Shared Voting Power:
485,594 shares

7. Sole Dispositive Power:
-0- shares

8. Shared Dispositive Power:
485,594 shares

9. Aggregate Amount Beneficially Owned by Each Reporting Person:
485,594 shares

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions):
Not applicable

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11. Percent of Class Represented by Amount in Row (9):
5.4 %

12. Type of Reporting Person (See Instructions):
HC, IN

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Item 1.

- (a) Name of Issuer:
Enbridge Energy Management, L.L.C. (the Issuer)
- (b) Address of Issuer's Principal Executive Offices:
1100 Louisiana, Suite 3300, Houston, Texas, 77002

Item 2.

- (a) Names of Persons Filing:
Boston Partners Asset Management, L.P. (BPAM), BPAM (GP), LLC (BPAM GP), BPAM Holding Company, and Desmond John Heathwood. BPAM, BPAM GP, BPAM Holding Company, and Mr. Heathwood are sometimes referred to collectively herewith as the Reporting Persons.
- (b) Address of Principal Business Office or, if None, Residence:
The address of the principal business office of each of the Reporting Persons is 28 State Street, 20th Floor, Boston, MA 02109.
- (c) Citizenship:
BPAM is a Delaware limited partnership. BPAM GP is a Delaware limited liability company. BPAM Holding Company is a Massachusetts business trust. Mr. Heathwood is a United States citizen.
- (d) Title of Class of Securities:
Limited Voting Shares Representing Limited Liability Company Interests, no par value (LLC Interests).
- (e) CUSIP Number:
29250X103

Item 3. If this statement is filed pursuant to §§240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:

- (a) Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o).
- (b) Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c).
- (c) Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c).
- (d) Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C 80a-8).
- (e) An investment adviser in accordance with §240.13d-1(b)(1)(ii)(E);
- (f) An employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F);
- (g) A parent holding company or control person in accordance with § 240.13d-1(b)(1)(ii)(G);
- (h) A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);

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- (i) o A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
 - (j) o Group, in accordance with §240.13d-1(b)(1)(ii)(J).
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Item 4. Ownership.

Provide the following information regarding the aggregate number and percentage of the class of securities of the Issuer identified in Item 1.

SIGNATURE

After reasonable inquiry and to the best of our knowledge and belief, we certify that the information set forth in this statement is true, complete and correct. We also hereby agree to file this statement jointly pursuant to the agreement set forth as Exhibit 1 hereto.

Dated: February 13, 2003

BOSTON PARTNERS ASSET MANAGEMENT, L.P.

By: BPAM (GP), LLC, the Class A General Partner

By: BPAM Holding Company, its sole member

By: /s/ Mary Ann Iudice

William J. Kelly
Treasurer and Secretary

By: Mary Ann Iudice
Attorney-in-Fact*

BPAM (GP), LLC

By: BPAM Holding Company, its sole member

By: /s/ Mary Ann Iudice

William J. Kelly
Treasurer and Secretary

By: Mary Ann Iudice
Attorney-in-Fact*

BPAM Holding Company

By: /s/ Mary Ann Iudice

William J. Kelly
Treasurer and Secretary

By: Mary Ann Iudice
Attorney-in-Fact*

/s/ Mary Ann Iudice

Desmond John Heathwood

By: Mary Ann Iudice
Attorney-in-Fact**

* Signed pursuant to a Power of Attorney executed by William J. Kelly, a copy of which is filed herewith as Exhibit 24.2.

** Signed pursuant to a Power of Attorney executed by Desmond John Heathwood, a copy of which is filed herewith as Exhibit 24.1.