

Spectra Energy Partners, LP
 Form 4
 November 03, 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 *
 Spectra Energy Corp.

(Last) (First) (Middle)
 5400 WESTHEIMER COURT
 (Street)

HOUSTON, TX 77056

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
 Spectra Energy Partners, LP [SEP]

3. Date of Earliest Transaction
 (Month/Day/Year)
 10/30/2015

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___X___ 10% Owner
 ___ Officer (give title below) ___X___ Other (specify below)

Director by Deputization

6. Individual or Joint/Group Filing(Check Applicable Line)

___ Form filed by One Reporting Person
 ___X___ 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 units representing limited partner interests	10/30/2015		D	V	21,560,000	D	(1)
					220,058,534	I	(2)

See footnotes (1) (2) (3)

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

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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. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Transaction (Instr. 5)
				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
Spectra Energy Corp. 5400 WESTHEIMER COURT HOUSTON, TX 77056		X		Director by Deputization
Spectra Energy Capital, LLC 5400 WESTHEIMER COURT HOUSTON, TX 77056		X		
Spectra Energy Transmission, LLC 5400 WESTHEIMER COURT HOUSTON, TX 77056		X		
Spectra Energy Southeast Pipeline Corp. 5400 WESTHEIMER COURT HOUSTON, TX 77056		X		
Spectra Energy Partners GP, LLC 5400 WESTHEIMER COURT HOUSTON, TX 77056		X		
Spectra Energy Partners (DE) GP, LP 5400 WESTHEIMER COURT HOUSTON, TX 77056		X		

Signatures

s/ Annachiara Jones, Assistant Secretary for Spectra Energy Corp

11/02/2015

__Signature of Reporting Person

Date

/s/ Annachiara Jones, Assistant Secretary for Spectra Energy Capital, LLC

	11/02/2015
__Signature of Reporting Person	Date
 /s/ Annachiara Jones, Assistant Secretary for Spectra Energy Transmission, LLC	 11/02/2015
__Signature of Reporting Person	Date
 /s/ Annachiara Jones, Assistant Secretary for Spectra Energy Southeast Pipeline Corp	 11/02/2015
__Signature of Reporting Person	Date
 /s/ Annachiara Jones, Assistant Secretary for Spectra Energy Partners GP, LLC	 11/02/2015
__Signature of Reporting Person	Date
 /s/ Annachiara Jones, Assistant Secretary for Spectra Energy Partners, GP, LLC, as general partner of Spectra Energy Partners (DE) GP, LP	 11/02/2015
__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).

- On October 30, 2015, in connection with the closing contemplated by that certain Exchange and Redemption Agreement, dated October 18, 2015, between Spectra Energy Corp ("SE Corp") and the Issuer, Spectra Energy Partners (DE) GP, LP (the "General Partner")
- (1) conveyed 21,560,000 common units and 440,000 general partner units in the Issuer (the "Unit Consideration") to subsidiaries of the General Partner, which transferred the Unit Consideration to subsidiaries of the Issuer as partial consideration for the Issuer's sale of its 33.335% membership interest in DCP Sand Hills Pipeline, LLC and 33.335% membership interest in DCP Southern Hills Pipeline, LLC.
 - (2) The General Partner is a wholly-owned subsidiary of SE Corp, and the amount of common units beneficially owned by SE Corp gives effect to the reported transactions.

- As of October 30, 2015, the General Partner owns a 17.8% LP interest in the Issuer. Spectra Energy Partners GP, LLC ("SEP GP LLC") owns a 1% GP interest in the General Partner, and Spectra Energy Southeast Pipeline Corporation ("SE Southeast Pipeline") owns a 99% LP interest in the General Partner. SE Southeast Pipeline owns 100% of SEP GP LLC, Spectra Energy Transmission, LLC ("SET") owns 100% of SE Southeast Pipeline, Spectra Energy Capital, LLC ("Spectra Capital") owns 100% of SET, and SE Corp owns 100% of Spectra Capital. Accordingly, SE Corp, Spectra Capital, SET, SE Southeast Pipeline, SEP GP LLC and the General Partner may be deemed to beneficially own some or all of the reported securities.
- (3)

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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