

Williams Catherine Lynne
 Form 4
 March 27, 2018

FORM 4

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

OMB APPROVAL

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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 *
 Williams Catherine Lynne

(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)
 03/23/2018

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-----------------------------------|
| | | | | (A) or (D) Code V Amount (D) Price | | | |
| Common Shares ⁽¹⁾ | 03/23/2018 | | A | 936 A <u>1</u> Price | 47,241 <u>(2)</u> | D | |

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)

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| 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. 3) |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|--------------------------------------------|
| Deferred Stock Units | (3) | 03/23/2018 | | A | 2,052 | (3) (3) | Common Shares | 2,052 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|------------------------------------------------------------------------------------------------|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Williams Catherine Lynne C/O ENBRIDGE INC. 200, 425 1ST STREET SW CALGARY, A0 T2P 3L8 | X | | | |

Signatures

/s/ Michelle Lowther,
attorney-in-fact

03/27/2018

__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).
- All non-employee directors may elect to receive a portion of their compensation in the form of Enbridge Common Shares. The Enbridge
- (1) Common Shares granted as a component of director compensation are not subject to any vesting conditions or other restrictions on transfer.
 - (2) Includes 642 Enbridge Common Shares acquired by the Reporting Person between January 2, 2018 and March 23, 2018 under the Enbridge Dividend Reinvestment and Share Purchase Plan in transactions that were exempt under Rule 16a-11. As of January 1, 2018, the Reporting Person owned 45,663 directly-held Common Shares, rather than the 46,463 reported on the Form 3 filed on January 2, 2018.
 - (3) All non-employee directors receive a portion of their compensation in the form of Deferred Stock Units ("DSUs"), which represent notional shares with the same value as Enbridge Common Shares. Such DSUs are fully vested at grant and are settled in cash upon retirement of the director based on the price of Enbridge Common Shares. The DSUs have no expiration date.
 - (4) Includes 1,471 DSUs acquired by the Reporting Person between January 2, 2018 and March 23, 2018 under the Enbridge Dividend Reinvestment and Share Purchase Plan in transactions that were exempt under Rule 16a-11.

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.