

PHELPS MICHAEL E J  
 Form 4  
 December 18, 2018

**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 \*  
**PHELPS MICHAEL E J**  
 (Last) (First) (Middle)

2. Issuer Name and Ticker or Trading Symbol  
**ENBRIDGE INC [ENB]**

5. Relationship of Reporting Person(s) to Issuer  
 (Check all applicable)

**C/O ENBRIDGE INC., 200, 425  
 1ST STREET SW**  
 (Street)

3. Date of Earliest Transaction  
 (Month/Day/Year)  
**12/14/2018**

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

**CALGARY, A0 T2P 3L8**  
 (City) (State) (Zip)

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 Beneficial Ownership (Instr. 4)
				(A) or (D)	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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**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	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
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Instr. 5)
			Code	V	
			(A)	(D)	
			Date	Expiration	Title
			Exercisable	Date	Amount or Number of Shares
Deferred Stock Units	<u>(1)</u>	12/14/2018	A	552	<u>(1)</u> <u>(1)</u> Common Shares
					552     \$ 0

## Reporting Owners

Reporting Owner Name / Address	Relationships
	Director   10% Owner   Officer   Other
PHELPS MICHAEL E J C/O ENBRIDGE INC. 200, 425 1ST STREET SW CALGARY, A0 T2P 3L8	X

## Signatures

/s/ Michelle Lowther,  
attorney-in-fact

12/18/2018

\_\_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 receive a portion of their compensation in the form of Deferred Stock Units ("DSUs"), which represent
- (1) 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.
  - (2) Includes 42 DSUs acquired by the Reporting Person between September 22, 2018 to December 14, 2018 pursuant to a dividend reinvestment feature under the Enbridge Inc. Directors' Compensation Plan.

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.