

Neiles Byron C
 Form 3
 January 02, 2018

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 * Neiles Byron C (Last) (First) (Middle) C/O ENBRIDGE INC., 200, 425 1ST STREET SW (Street) CALGARY, A0 T2P 3L8 (City) (State) (Zip) | 2. Date of Event Requiring Statement (Month/Day/Year) 01/01/2018 | 3. Issuer Name and Ticker or Trading Symbol ENBRIDGE INC [ENB] | 4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) See Remarks | 5. If Amendment, Date Original Filed(Month/Day/Year) | 6. Individual or Joint/Group Filing(Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person |
|---|--|---|---|--|---|

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|------------------------------------|--|---|--|
| Common Shares | 64,417 | D | ^ |

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) Title | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|---|--|---|--|
|---|---|---|--|---|--|

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| | Date Exercisable | Expiration Date | | Amount or Number of Shares | | or Indirect (I) (Instr. 5) | |
|-----------------------------|------------------|-----------------|---------------|----------------------------|----------------|----------------------------|---|
| Stock Option (right to buy) | Â (1) | 02/25/2019 | Common Shares | 64,000 | \$ 19.805 (11) | D | Â |
| Stock Option (right to buy) | Â (1) | 02/16/2020 | Common Shares | 42,800 | \$ 23.295 (11) | D | Â |
| Stock Option (right to buy) | Â (1) | 02/14/2021 | Common Shares | 83,000 | \$ 28.775 (11) | D | Â |
| Stock Option (right to buy) | Â (1) | 03/02/2022 | Common Shares | 83,850 | \$ 38.34 (11) | D | Â |
| Stock Option (right to buy) | Â (1) | 02/27/2023 | Common Shares | 87,800 | \$ 44.83 (11) | D | Â |
| Stock Option (right to buy) | Â (2) | 03/13/2024 | Common Shares | 91,850 | \$ 48.81 (11) | D | Â |
| Stock Option (right to buy) | Â (3) | 03/02/2025 | Common Shares | 88,070 | \$ 59.08 (11) | D | Â |
| Stock Option (right to buy) | Â (4) | 03/01/2026 | Common Shares | 96,750 | \$ 44.06 (11) | D | Â |
| Stock Option (right to buy) | Â (5) | 02/28/2027 | Common Shares | 93,300 | \$ 55.84 (11) | D | Â |
| Performance Stock Units | Â (6) | Â (6) | Common Shares | 4,993.078 (7) | \$ (6) | D | Â |
| Performance Stock Units | Â (8) | Â (8) | Common Shares | 2,603.4236 (7) | \$ (8) | D | Â |
| Performance Stock Units | Â (8) | Â (8) | Common Shares | 6,246.0289 (7) | \$ (8) | D | Â |
| Performance Stock Units | Â (9) | Â (9) | Common Shares | 5,874.2802 (7) | \$ (9) | D | Â |
| Restricted Stock Units | Â (10) | Â (10) | Common Shares | 3,786.8128 (7) | \$ (10) | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------------|-------|
| | Director | 10% Owner | Officer | Other |
| Neiles Byron C C/O ENBRIDGE INC. 200, 425 1ST STREET SW CALGARY, Â A0Â T2P 3L8 | Â | Â | Â See Remarks | Â |

Signatures

/s/ Vas Antoniou,
attorney-in-fact

01/02/2018

__Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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).
- (1) The options are fully vested.
- (2) The options were granted on March 13, 2014 and vest in four equal annual installments.
- (3) The options were granted on March 2, 2015 and vest in four equal annual installments.
- (4) The options were granted on February 29, 2016 and vest in four equal annual installments.
- (5) The options were granted on February 28, 2017 and vest in four equal annual installments.
The units were granted on January 1, 2015 and will vest on December 31, 2017. The units represent a contingent right to receive in cash the value of one Enbridge Common Share based on pre-determined performance factors, with a maximum payment on settlement of 200% of the grant.
- (6) Total includes the reinvestment of dividends and is rounded down.
The units were granted on January 1, 2016 and will vest on December 31, 2018. The units represent a contingent right to receive in cash the value of one Enbridge Common Share based on pre-determined performance factors, with a maximum payment on settlement of 200% of the grant.
- (7) The units were granted on January 1, 2017 and will vest on December 31, 2019. The units represent a contingent right to receive in cash the value of one Enbridge Common Share based on pre-determined performance factors, with a maximum payment on settlement of 200% of the grant.
- (8) Each unit represents a contingent right to receive one Enbridge Common Share. The units were granted on January 1, 2017 and will vest on December 1, 2019, on the condition that the officer remain employed at Enbridge throughout that time.
- (9) The exercise price is in Canadian dollars.
- (10) The exercise price is in Canadian dollars.
- (11) The exercise price is in Canadian dollars.

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Remarks:

ExecutiveÂ ViceÂ President,Â CorporateÂ Services

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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