

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.

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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

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

HOUSTON, TX 77056
 (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 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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SEC 1474 (9-02)

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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 Beneficially (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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