

Schroeder Mark C
Form 4
March 05, 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 *
Schroeder Mark C

2. Issuer Name and Ticker or Trading Symbol
Enable Midstream Partners, LP
[ENBL]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

(Last) (First) (Middle)

ONE LEADERSHIP SQUARE, 211
NORTH ROBINSON AVENUE,
SUITE 150

3. Date of Earliest Transaction
(Month/Day/Year)
03/01/2018

(Street)

OKLAHOMA CITY, OK 73102

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

(City) (State) (Zip)

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)
			Code	V	Amount or (D) Price		
Common Units Representing Limited Partner Interests	03/01/2018		A		11,391 ⁽¹⁾	A	\$ 0 41,850 D
Common Units Representing Limited	03/01/2018		A		48,050 ⁽²⁾	A	\$ 0 89,900 D

Partner
Interests

Common
Units

Representing 03/01/2018 F 11,899 D \$ 78,001 D
 Limited Partner Interests
 (3) 14.04

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

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(9-02)

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 Beneficially Owned (Instr. 3 and 4)
				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

Schroeder Mark C
ONE LEADERSHIP SQUARE
211 NORTH ROBINSON AVENUE, SUITE 150
OKLAHOMA CITY, OK 73102

General Counsel

Signatures

/s/ J. Brent Hagy,
attorney-in-fact 03/05/2018

__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).
- (1) Represents time-vesting phantom units granted on March 1, 2018 under the Enable Midstream Partners, LP Long Term Incentive Plan. At vesting, the phantom units will be automatically settled in common units on a one-for-one basis.
- (2) Represents the March 1, 2018 vesting of performance units granted on June 1, 2015 under the Enable Midstream Partners, LP Long Term Incentive Plan. At vesting, the phantom units automatically settled in common units on a one-for-one basis.
- (3) Represents common units withheld for taxes in connection with the vesting of performance units reported above.

Remarks:

The Reporting Person is an executive officer of Enable GP, LLC (the "General Partner"). The Issuer is managed by the director

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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