

Jarvis D Guy
Form 4
March 12, 2019

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 *
Jarvis D Guy

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
C/O ENBRIDGE INC., 200, 425
1ST STREET SW

3. Date of Earliest Transaction (Month/Day/Year)
03/08/2019

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
See Remarks

(Street)
CALGARY, A0 T2P 3L8

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Shares ⁽¹⁾ | 03/08/2019 | | D | | 14,100 | D | \$ 42.45 47,455 ⁽²⁾ |
| Common Shares | 03/08/2019 | | M | | 169,400 | A | \$ 39.34 216,855 ⁽²⁾ |
| Common Shares | 03/08/2019 | | F | | 145,387 | D | \$ 48.36 71,635 ⁽³⁾ ⁽²⁾ |

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

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SEC 1474
(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 Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| Performance Options | \$ 39.34 (2) | 03/08/2019 | | M | 169,400 | (4) 08/15/2020 | Common Shares 169,400 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------|-------|
| | Director | 10% Owner | Officer | Other |
| Jarvis D Guy C/O ENBRIDGE INC. 200, 425 1ST STREET SW CALGARY, A0 T2P 3L8 | | | See Remarks | |

Signatures

/s/ Michelle Lowther,
attorney-in-fact
Date: 03/12/2019

__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).

- These represent previously granted Performance Stock Units for which the performance conditions were satisfied on February 12, 2019. Each unit was settled in cash on March 8, 2019 using a performance multiplier of 0.92 and based on the weighted average trading price of Common Shares on the Toronto Stock Exchange for the twenty trading days immediately prior to the end of the performance period (December 31, 2018).
- (1) Common Shares on the Toronto Stock Exchange for the twenty trading days immediately prior to the end of the performance period (December 31, 2018).
 - (2) The exercise price is in Canadian dollars.
 - (3) Includes 12 Enbridge Common Shares acquired by the Reporting Person between February 23, 2019 and March 8, 2019 under the Enbridge Employee Savings Plan in transactions that were exempt under Rule 16b-3(c), and 155 Enbridge Common Shares acquired by the Reporting Person between February 23, 2019 and March 8, 2019 pursuant to a dividend reinvestment feature under the Enbridge Employee Savings Plan.
 - (4) The options were granted on August 15, 2012 and are fully vested.

Remarks:

Executive Vice President & President, Liquids Pipelines

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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