

Whelen John K
Form 4
February 25, 2019

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 *
Whelen John K

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)
02/21/2019

____ 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

(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 Ownership Indirect 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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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	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Security (Instr. 3 and 4)
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Code	V	(A)	(D)	Date	Expiration	Title	Amount Number Shares
									Exercisable	Date		
Performance Stock Units	<u>(1)</u>	02/21/2019	A	32,870			<u>(1)</u>	<u>(1)</u>			Common Shares	32,870
Stock Option (right to buy)	\$ 48.3 <u>(2)</u>	02/21/2019	A	216,100			<u>(3)</u>			02/21/2029	Common Shares	216,100

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Whelen John K C/O ENBRIDGE INC. 200, 425 1ST STREET SW CALGARY, A0 T2P 3L8			See Remarks	

Signatures

/s/ Vas Antoniou,
attorney-in-fact

02/25/2019

__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).

The units were granted on February 21, 2019 and have a three year performance period commencing on January 1, 2019 and ending on

(1) December 31, 2021. 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.

(2) Exercise price is in Canadian dollars.

(3) The options will vest in four equal annual installments on each of the first through fourth anniversaries of grant.

Remarks:

Executive Vice President & Chief Financial Officer

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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