

Midcoast Energy Partners, L.P.
Form 4
December 13, 2013

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 *
ENBRIDGE ENERGY PARTNERS LP

2. Issuer Name and Ticker or Trading Symbol
Midcoast Energy Partners, L.P. [MEP]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
1100 LOUISIANA ST, SUITE 3300

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
12/09/2013

Director 10% Owner
 Officer (give title below) Other (specify below)
Refer to Footnotes (1) and (2)

HOUSTON, TX 77002-5217

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	(A) or (D)	Price
Class A Common Units representing limited partner interests	12/09/2013		D ⁽¹⁾⁽²⁾		2,775,000 <u>(1)</u> <u>(2)</u>	D	\$ 16.92 <u>(3)</u>
					1,335,056 <u>(1)</u> <u>(2)</u>	D	<u>(1)</u> <u>(2)</u>

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

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number.

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 Following Reporting Transaction (Instr. 6)
				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
ENBRIDGE ENERGY PARTNERS LP 1100 LOUISIANA ST SUITE 3300 HOUSTON, TX 77002-5217	X	X		Refer to Footnotes (1) and (2)
ENBRIDGE ENERGY CO INC 1100 LOUISIANA STREET, SUITE 3300 HOUSTON, TX 77002	X	X		
Midcoast Holdings, L.L.C. 1100 LOUISIANA STREET SUITE 3300 HOUSTON, TX 77002	X	X		
ENBRIDGE ENERGY MANAGEMENT L L C 1100 LOUISIANA STREET, SUITE 3300 HOUSTON, TX 77002				Delegee of the General Partner

Signatures

Bruce A. Stevenson, Corporate Secretary of the Delegee of the General Partner of Enbridge Energy Partners, L.P. 12/13/2013

**Signature of Reporting Person Date

Bruce A. Stevenson, Corporate Secretary of Enbridge Energy Company, Inc. 12/13/2013

**Signature of Reporting Person Date

Bruce A. Stevenson, Corporate Secretary of Enbridge Energy Management, L.L.C. 12/13/2013

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__Signature of Reporting Person

Date

Bruce A. Stevenson, Corporate Secretary of Midcoast Holdings, L.L.C.

12/13/2013

__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).

This Form 4 is filed jointly by Enbridge Energy Partners, L.P. ("EEP"), Midcoast Holdings, L.L.C., the Issuer's general partner (the "General Partner"), Enbridge Energy Company, Inc., the general partner of EEP ("EEP's GP") and Enbridge Energy Management, L.L.C. ("Enbridge Management") to reflect the redemption by the Issuer of common units from EEP in connection with the underwriters'

- (1) exercise of the remaining over-allotment option for the initial public offering under the Issuer's Registration Statement on Form S-1 (Registration No. 333 189341). EEP directly owns all of the membership interests in the General Partner and is deemed to indirectly beneficially own the securities held by the General Partner, but disclaims beneficial ownership except to the extent of its pecuniary interests therein.
- (2) Through a delegation of control agreement, EEP's GP has delegated to Enbridge Management the authority to manage and control EEP's business and affairs, and EEP's GP and Enbridge Management are deemed to beneficially own the securities held by EEP, but disclaim such beneficial ownership interest except to the extent of their pecuniary interest therein.
- (3) Represents the public offering price of \$18.00 per common unit less the underwriter's discount of \$1.08 per common unit.

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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