

TC PIPELINES LP
Form SC 13D/A
July 02, 2009

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

SCHEDULE 13D/A

Under the Securities Exchange Act of 1934
(Amendment No. 5)*

TC PipeLines, LP

(Name of Issuer)

Common Units

(Title of Class of Securities)

87233Q 10 8

(CUSIP Number)

Donald J. DeGrandis
13710 FNB Parkway
Omaha, NE 68154-5200
(877) 290-2772

(Name, Address and Telephone Number of Person
(Authorized to Receive Notices and Communications))

July 1, 2009

(Date of Event which Requires Filing of this Statement)

Edgar Filing: TC PIPELINES LP - Form SC 13D/A

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the following box o.

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7 for other parties to whom copies are to be sent.

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

SCHEDULE 13D

CUSIP No. 87233Q 10 8

1 Name of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only).

TransCanada Corporation

2 Check the appropriate box if a member of a group

(a) 0

(b) 0

3 SEC Use Only

4 Source of Funds (See Instructions)

AF

5 Check box if disclosure of legal proceedings is required pursuant to Items 2(D) or 2(E)

6 Citizenship or Place of Organization

Canada

Number of Shares Beneficially Owned by Each Reporting Person With

7

Sole Voting Power

Beneficially

17,084,831

Owned by Each Reporting Person With

8

Shared Voting Power

Each Reporting Person With

-0-

Reporting Person With

9

Sole Dispositive Power

With

17,084,831 Common Units of TC PipeLines, LP (indirectly through TransCanada PipeLines Limited, TransCan Northern Ltd. and TC PipeLines GP, Inc.)

10

Shared Dispositive Power

-0-

11 Aggregate Amount Beneficially Owned by Each Reporting Person

17,084,831 Common Units of TC PipeLines, LP

12 check box if the aggregate amount in row (11) excludes certain shares

13 Percent of Class Represented by Amount in Row (11) 1

41.4%

14 Type of Reporting Person (See Instructions)

HC, CO

1 As of July 2, 2009, there were 41,227,766 common units of TC Pipelines, LP outstanding.

2

SCHEDULE 13D

CUSIP No. 87233Q 10 8

1 Name of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only).

TransCanada PipeLines Limited

2 Check the appropriate box if a member of a group

(a) o
(b) o

3 SEC Use Only

4 Source of Funds (See Instructions)

AF

5 Check box if disclosure of legal proceedings is required pursuant to Items 2(D) or 2(E)

6 Citizenship or Place of Organization

Canada

Number of Shares Beneficially Owned by Each Reporting Person With

7

Sole Voting Power

Beneficially Owned by Each Reporting Person With

8

17,084,831
Shared Voting Power

Beneficially Owned by Each Reporting Person With

9

-0-
Sole Dispositive Power

Beneficially Owned by Each Reporting Person With

10

17,084,831 Common Units of TC PipeLines, LP (indirectly through TransCan Northern Ltd. and TC PipeLines GP, Inc.)
Shared Dispositive Power

-0-

11 Aggregate Amount Beneficially Owned by Each Reporting Person

17,084,831 Common Units of TC PipeLines, LP

12 check box if the aggregate amount in row (11) excludes certain shares

13 Percent of Class Represented by Amount in Row (11) 1

41.4%

14 Type of Reporting Person (See Instructions)

CO

2 As of July 2, 2009, there were 41,227,766 common units of TC Pipelines, LP outstanding.

3

SCHEDULE 13D

CUSIP No. 87233Q 10 8

1 Name of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only).

TransCan Northern Ltd.

2 Check the appropriate box if a member of a group

(a) o
(b) o

3 SEC Use Only

4 Source of Funds (See Instructions)

AF

5 Check box if disclosure of legal proceedings is required pursuant to Items 2(D) or 2(E)

6 Citizenship or Place of Organization

Delaware

Number of Shares Beneficially Owned by Each Reporting Person With	7	Sole Voting Power
		17,084,831
	8	Shared Voting Power
		-0-
	9	Sole Dispositive Power

17,084,831 Common Units of TC PipeLines, LP (indirectly through TC PipeLines GP, Inc.)
Shared Dispositive Power

-0-

11 Aggregate Amount Beneficially Owned by Each Reporting Person

17,084,831 Common Units of TC PipeLines, LP

12 check box if the aggregate amount in row (11) excludes certain shares

13 Percent of Class Represented by Amount in Row (11) 1

41.4%

14 Type of Reporting Person (See Instructions)

CO

³ As of July 2, 2009, there were 41,227,766 common units of TC Pipelines, LP outstanding.

4

SCHEDULE 13D

CUSIP No. 87233Q 10 8

1 Name of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only).

TC PipeLines GP, Inc.

2 Check the appropriate box if a member of a group

(a) o
(b) o

3 SEC Use Only

4 Source of Funds (See Instructions)

AF

5 Check box if disclosure of legal proceedings is required pursuant to Items 2(D) or 2(E)

6 Citizenship or Place of Organization

Delaware

Number of Shares Beneficially Owned by Each Reporting Person With	7	Sole Voting Power
		5,797,106
	8	Shared Voting Power
		-0-
	9	Sole Dispositive Power
		5,797,106
	10	Shared Dispositive Power
		-0-

11 Aggregate Amount Beneficially Owned by Each Reporting Person

5,797,106 Common Units of TC PipeLines, LP

12 check box if the aggregate amount in row (11) excludes certain shares

13 Percent of Class Represented by Amount in Row (11) 1

14.1%

14 Type of Reporting Person (See Instructions)

CO

4 As of July 2, 2009, there were 41,227,766 common units of TC Pipelines, LP outstanding.

5

AMENDMENT NO. 5 TO
STATEMENT ON SCHEDULE 13D

Item 1. Security and Issuer

This Amendment No. 5 (the “Amendment”) to Schedule 13D/A is being filed by TransCanada Corporation, a Canadian public company (“TransCanada”), TransCanada PipeLines Limited, a Canadian corporation (“TCPL”), TransCan Northern Ltd., a Delaware corporation (“TransCan Northern”) and TC PipeLines GP, Inc., a Delaware corporation (the “GP”), to amend the Schedule 13D that was filed on August 9, 2002, as amended by Amendment No. 1 filed on August 13, 2003, Amendment No. 2 filed on August 3, 2004, Amendment No. 3 filed on April 1, 2