

Neiles Byron C  
 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 \*  
 Neiles Byron C

(Last) (First) (Middle)

C/O ENBRIDGE INC., 200, 425  
 1ST STREET SW

(Street)

CALGARY, A0 T2P 3L8

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
 (Month/Day/Year)  
 02/21/2019

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_ Director \_\_\_ 10% Owner  
 \_\_\_X\_\_\_ Officer (give title below) \_\_\_ Other (specify below)

See Remarks

6. Individual or Joint/Group Filing(Check Applicable Line)

\_\_\_X\_\_\_ 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 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)		Date Exercisable	Expiration Date	Title	Amount
				(A)	(D)				
Performance Stock Units	<u>(1)</u>	02/21/2019	A	19,100		<u>(1)</u>	<u>(1)</u>	Common Shares	19,100
Stock Option (right to buy)	\$ 48.3 <u>(2)</u>	02/21/2019	A	125,580		<u>(3)</u>	02/21/2029	Common Shares	125,580

**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Neiles Byron C 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, Corporate Services

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.