

Johnston Christopher J
Form 4
December 20, 2018

FORM 4

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

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

OMB APPROVAL

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Johnston Christopher J

2. Issuer Name **and** Ticker or Trading
Symbol
ENBRIDGE ENERGY
MANAGEMENT L L C [EEQ]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)
5400 WESTHEIMER CT
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
12/20/2018

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)
Vice President, Finance

HOUSTON, TX 77056

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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
Limited Voting Shares Representing LLC Interests	12/20/2018		D ⁽¹⁾		1,682.22	D ⁽¹⁾ (2)	0
						I	RSP Retirement Account

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

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SEC 1474
(9-02)

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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. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
				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
Johnston Christopher J 5400 WESTHEIMER CT HOUSTON, TX 77056	Vice President, Finance

Signatures

/s/ Chris Kaitson, as Agent and
Attorney-in-Fact 12/20/2018

__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).

(1) On December 20, 2018, pursuant to the Agreement and Plan of Merger, dated as of September 17, 2018 (the "Merger Agreement"), by and among Enbridge Energy Management, L.L.C. ("EEQ"), Enbridge Inc. ("Enbridge"), Winter Acquisition Sub I, Inc. ("Merger Sub"), and solely for the purposes of Article I, Section 2.4 and Article X, Enbridge Energy Company, Inc., Merger Sub merged with and into EEP (the "Merger"), with EEQ surviving the Merger as a wholly owned subsidiary of Enbridge.

(2) Pursuant to the Merger Agreement, at the effective time of the Merger, each limited voting share representing limited liability company interests in EEQ (each, an "EEQ Listed Share") issued and outstanding immediately prior to the effective time of the Merger, other than certain excluded EEQ Listed Shares owned by Enbridge and its subsidiaries, was converted into, and became exchangeable for, 0.335 shares of Enbridge common stock. On December 19, 2018 (the last trading day prior to consummation of the Merger), the closing price of one share of Enbridge common stock was \$31.32.

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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