

Spectra Energy Corp.
Form 4
February 25, 2014

FORM 4

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

OMB APPROVAL

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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 *
Baker Stephen W

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

HOUSTON, TX 77056

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
Spectra Energy Corp. [SE]

3. Date of Earliest Transaction
(Month/Day/Year)
02/24/2014

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
President, Union Gas

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V Amount (A) or (D) Price | | | |
| Common Stock | 02/24/2014 | | M | 3,100 A \$ 37.64 | 26,793 | D ⁽¹⁾ | |
| Common Stock | 02/24/2014 | | F | 1,439 D \$ 37.64 | 25,354 | D ⁽¹⁾ | |
| Common Stock | | | | | 4,458 | I ⁽²⁾ | By Spouse |
| Common Stock | | | | | 2,660 | I ⁽³⁾ | By Spouse |
| Common Stock | | | | | 7,319 | I ⁽³⁾ | By Trustee |

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| | | | |
|--------------|-------|------------------|------------|
| Common Stock | 179 | I ⁽⁴⁾ | By Trustee |
| Common Stock | 3,128 | I ⁽⁵⁾ | By Trustee |

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

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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 Security (Instr. 3 and 4) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|----------------------------|
| | | | | | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| | | | | Code | V | (A) | (D) | | |
| LTIP Phantom Stock Grant Feb 2011 | <u>(6)</u> | 02/24/2014 | | M | 3,100 | 02/22/2014 ⁽⁷⁾ | 02/22/2014 ⁽⁸⁾ | Common Stock | 3,100 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Baker Stephen W 5400 WESTHEIMER COURT HOUSTON, TX 77056 | | | President, Union Gas | |

Signatures

/s/ Allison McHenry, attorney-in-fact for Stephen W. Baker 02/25/2014

**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) Total includes 167 shares in RRSP (Canadian Retirement Savings Plan)

(2) Shares held in RRSP (Canadian Retirement Savings Plan)

(3) Shares in EPSP (Canadian Employee Savings Plan)

(4) Shares in RESP (Canadian Education Plan for Children)

(5) Ancillary defined benefit plan.

(6) Converts to Common Stock on a 1-for-1 basis.

(7) Grant cliff vests 3 years from date of Grant.

(8) Expiration date not applicable.

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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