

Spectra Energy Partners, LP  
 Form 4  
 January 02, 2015

**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 \*  
 Spectra Energy Partners GP, LLC

2. Issuer Name and Ticker or Trading Symbol  
 Spectra Energy Partners, LP [SEP]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

3. Date of Earliest Transaction (Month/Day/Year)  
 12/30/2014

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

Parent of the General Partner

HOUSTON, TX 77056

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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Units representing limited partner interests	12/30/2014		J(1)(2)		43,956,556	A	(1) (2)
					71,778,141	I	(3)
Common Units representing limited partner interests	12/30/2014		J(1)(2)		439,566	D	(1) (2)
					0	D	

See footnotes (1) (2) (3)

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

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(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 (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 Beneficially Owned (Instr. 3 and 4)
				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
Spectra Energy Partners GP, LLC 5400 WESTHEIMER COURT HOUSTON, TX 77056	X	X		Parent of the General Partner
Spectra Energy Partners (DE) GP, LP 5400 WESTHEIMER COURT HOUSTON, TX 77056		X		

## Signatures

/s/ Anna Chiara Jones, Assistant Secretary for Spectra Energy Partners, GP, LLC, for Spectra Energy Partners, GP, LLC on its own behalf and as general partner of Spectra Energy Partners (DE) GP, LP

01/02/2015

\_\_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) Spectra Energy Partners GP, LLC is the general partner of Spectra Energy Partners (DE) GP, LP. Spectra Energy Southeast Pipeline Corporation, which is not a reporting person on this Form 4, is the sole member of Spectra Energy Partners GP, LLC and the sole holder of limited partner interests in Spectra Energy Partners (DE) GP, LP, the general partner of Spectra Energy Partners, LP (the "Issuer"). On December 30, 2014, Spectra Energy Southeast Pipeline Corporation made and caused a contribution to the capital of Spectra Energy Partners (DE) GP, LP of all Issuer Common Units then held by Spectra Energy Southeast Pipeline Corporation (43,956,556 Issuer

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Common Units).

- (2) Spectra Energy Southeast Pipeline Corporation contributed 1% of such Issuer Common Units to Spectra Energy Partners GP, LLC, which in turn contributed such Issuer Common Units to Spectra Energy Partners (DE) GP, LP, and Spectra Energy Southeast Pipeline Corporation contributed the other 99% of such Issuer Common Units directly to Spectra Energy Partners (DE) GP, LP.
- (3) Spectra Energy Partners GP, LLC owns a 1% general partner interest in Spectra Energy Partners (DE) GP, LP and may be deemed a beneficial owner of Issuer Common Units held by Spectra Energy Partners (DE) GP, LP.

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.