

ENBRIDGE ENERGY CO INC
 Form 4
 May 09, 2013

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 *
 ENBRIDGE ENERGY CO INC

2. Issuer Name and Ticker or Trading Symbol
 ENBRIDGE ENERGY PARTNERS LP [NYSE EEP]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 1100 LOUISIANA, SUITE 3300,
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 05/08/2013

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

HOUSTON, TX 77002

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) | Price | | |
| | | | | Code | V | Amount | |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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 Acquired | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) |
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|---|--|---|
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|---|--|---|

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| (Instr. 3) | Price of Derivative Security | (Month/Day/Year) | (Instr. 8) | (A) or Disposed of (D) (Instr. 3, 4, and 5) | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount of Number of Shares |
|---|------------------------------------|------------------|------------|---|------|---|-----|-----|---------------------|--------------------|----------------------------|----------------------------------|
| Series 1 Preferred Units, par value \$25.00 per unit | (1) (2) | 05/08/2013 | A | 48,000,000 | | | | | (1)(2) | (3) | Class A Common Units | 43,201, (4) |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| ENBRIDGE ENERGY CO INC 1100 LOUISIANA, SUITE 3300 HOUSTON, TX 77002 | X | X | | |
| ENBRIDGE INC 3000,425-FIRST STREET S.W. CANADA, 4032313900 CALGARY, A0 T2P 3L8 | | | X | |

Signatures

/s/ Enbridge Energy Company, Inc., By /s/ Bruce A. Stevenson, Corporate Secretary

05/08/2013

__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 or after June 1, 2016, at the sole option of the holder of the Series 1 Preferred Units, the Series 1 Preferred Units may be converted into Class A Common Units, in whole or in part, at a conversion price of \$25.00 plus any accrued, accumulated and unpaid distributions (excluding certain distributions that were deferred for the eight quarters ending June 30, 2015 (the "Payment Deferral")) divided by \$27.78. The Series 1 Preferred Units are redeemable, in whole or in part, at the Issuer's option on the five year anniversary of the issuance and every fifth year thereafter, at a redemption price of \$25.00 plus any accrued, accumulated and unpaid distributions (including the Payment Deferral). (Continued in footnote 2)

(2) At all other times, redemption of the Series 1 Preferred Units, in whole or in part, is permitted only if (i) the Issuer uses the net proceeds from incurring debt and issuing equity (including assets sales) in equal amounts to redeem such Series 1 Preferred Units, (ii) a material change in the current tax treatment of the Series 1 Preferred Units occurs or (iii) the rating agencies' treatment of the equity credit for the Series 1 Preferred Units is reduced by 50% or more.

(3) Series 1 Preferred Units are perpetual securities and have no expiration date.

(4) Amount subject to change if there is (i) any arrearage on the payment of quarterly distributions for the Series 1 Preferred Units or (ii) an adjustment by the Issuer in the number of its Class A Common Units through a split, combination or distribution of additional Class A Common Units.

(5) The information in Exhibit 99.1 is incorporated herein by reference.

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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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