

ENBRIDGE ENERGY PARTNERS LP

Form 8-K

January 28, 2011

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

**WASHINGTON, D.C. 20549**

**FORM 8-K**

**CURRENT REPORT**

**PURSUANT TO SECTION 13 OR 15(d) OF THE**  
**SECURITIES EXCHANGE ACT OF 1934**

**Date of report (Date of earliest event reported): January 28, 2011**

**ENBRIDGE ENERGY PARTNERS, L.P.**

**(Exact Name of Registrant as Specified in Charter)**

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**DELAWARE**  
(State or Other Jurisdiction

**1-10934**  
(Commission

**39-1715850**  
(IRS Employer

of Incorporation)

File Number)

Identification No.)

**1100 LOUISIANA, SUITE 3300, HOUSTON, TEXAS 77002**

(Address of Principal Executive Offices) (Zip Code)

**(713) 821-2000**

(Registrant's telephone number, including area code)

**Not Applicable**

(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 2.02. Results of Operations and Financial Condition.**

Enbridge Energy Partners, L.P. referred to herein as we or our, issued a press release on January 28, 2011 announcing its financial results for the quarter ended December 31, 2010, which is attached hereto as Exhibit 99.1. As noted in the press release, a copy of our unaudited consolidated financial statements for the three and twelve month periods ended December 31, 2010 is available on our website at [www.enbridgepartners.com](http://www.enbridgepartners.com) and is attached hereto as Exhibit 99.2. This information is not deemed to be filed for purposes of Section 18 of the Securities Exchange Act of 1934 and is not incorporated by reference into any Securities Act registration statements.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits

Reference is made to the Index of Exhibits following the signature page, which is hereby incorporated into this Item.

**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

**ENBRIDGE ENERGY PARTNERS, L.P.**  
(Registrant)

By: Enbridge Energy Management, L.L.C.  
as delegate of Enbridge Energy Company, Inc.,

its General Partner

Date: January 28, 2011

By: /s/ WILLIAM M. RAMOS  
William M. Ramos  
*Controller*  
*(Duly Authorized Officer)*

**Index of Exhibits**

<b>Exhibit No.</b>	<b>Description</b>
99.1	Press release of Enbridge Energy Partners, L.P., dated January 28, 2011 reporting financial results for the quarter ended December 31, 2010.
99.2	Unaudited consolidated financial statements of Enbridge Energy Partners, L.P. for the three and twelve month periods ended December 31, 2010.