

ENBRIDGE ENERGY PARTNERS LP
Form 8-K
February 01, 2006

**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: February 1, 2006

(DATE OF EARLIEST EVENT REPORTED: January 30, 2006)

ENBRIDGE ENERGY PARTNERS, L.P.

(Exact name of registrant as specified in its charter)

DELAWARE
(State or Other Jurisdiction)

1-10934
(Commission File No.)

39-1715850
(I.R.S. Employer Identification No.)

1100 Louisiana, Suite 3300, Houston, TX 77002

(Address of Principal Executive Offices) (Zip Code)

Registrant's Telephone Number, Including Area Code: **(713) 821-2000**

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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))
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Item 2.02. Results of Operations and Financial Condition

A press release issued by Enbridge Energy Partners, L.P. (the Partnership) on January 30, 2006 regarding financial results for the quarter and year ended December 31, 2005 is attached hereto as Exhibit 99.1. The first paragraph, the second paragraph and the table captioned

Comparative Earnings Statement, and the information included in the paragraphs and tables under the heading Non-GAAP Reconciliations are incorporated herein by reference. As noted in the press release, a copy of the Partnership's consolidated unaudited quarter and year ended financial statements is available at the Partnership's website at www.enbridgepartners.com. Those financial statements are attached as Exhibit 99.2 and are incorporated herein by reference. This information is not deemed to be filed for the 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

(c) EXHIBITS

Description

- | | |
|------|--|
| 99.1 | Press release of Enbridge Energy Partners, L.P., dated January 30, 2006, reporting financial results for the quarter and year ended December 31, 2005. |
| 99.2 | Consolidated financial statements of Enbridge Energy Partners, L.P. for the quarter and year ended December 31, 2005. |

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

By: /s/ JODY L. BALKO
Jody L. Balko
Controller
(Duly Authorized Officer)

Date: February 1, 2006