Dill Julie Form 4 January 05, 2012

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Check this box if no longer subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Form 5 obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Dill Julie

2. Issuer Name and Ticker or Trading Symbol

Spectra Energy Partners, LP [SEP]

5. Relationship of Reporting Person(s) to

OMB

Number:

Expires:

response...

Estimated average

burden hours per

Issuer

(Last)

Security

(Instr. 3)

(Middle) (First)

3. Date of Earliest Transaction

4. If Amendment, Date Original

526 S. CHURCH STREET; EC3XK

(Street)

(Month/Day/Year) 01/03/2012

Director 10% Owner X_ Officer (give title Other (specify

President and CEO

(Check all applicable)

below)

OMB APPROVAL

3235-0287

January 31,

2005

0.5

6. Individual or Joint/Group Filing(Check

Applicable Line)

Filed(Month/Day/Year)

X Form filed by One Reporting Person Form filed by More than One Reporting

(Instr. 4)

Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

CHARLOTTE, NC 28202

(City) (State) (Zip) 1. Title of 2. Transaction Date 2A. Deemed

(Month/Day/Year)

3. 4. Securities Execution Date, if TransactionAcquired (A) or Code Disposed of (D)

(Instr. 8)

5. Amount of Securities Beneficially Owned

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial Ownership (I)

(Instr. 4)

(A)

(Instr. 3, 4 and 5)

Following Reported Transaction(s)

(Instr. 3 and 4)

Code V Amount (D) Price

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

(Month/Day/Year)

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of 3. Transaction Date 3A. Deemed Derivative Conversion (Month/Day/Year) Execution Date, if Security or Exercise any

4. 5. Number Transaction of Derivative Expiration Date Code Securities

6. Date Exercisable and (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) Acquired

(A) or Disposed of (D) (Instr. 3, 4, and 5)

Code V (A)

(D) Date Exercisable Expiration Date Title

or Number

> of Shares

Amount

LTIP

Phantom Stock

<u>(1)</u> 01/03/2012

A 7,500

 $01/03/2015 \quad 01/03/2015\underline{^{(2)}}$

Common Units

7,500

Grant Jan 2012

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer

Other

Dill Julie

526 S. CHURCH STREET; EC3XK

President and CEO

CHARLOTTE, NC 28202

Signatures

/s/ Emily L. Strait , attorney-in-fact for Ms. Dill

01/05/2012

**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) Converts to Common Units on a 1-for-1 basis.
- (2) Grant Cliff vests 3 years from date of grant.

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.

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