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ENBRIDGE ENERGY PARTNERS LP

Form 3/A April 19, 2010

FORM 3

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB APPROVAL

OMB Number:

3235-0104

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

January 31, 2005

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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 2. Date of Event Requiring 3. Issuer Name and Ticker or Trading Symbol Person * Statement ENBRIDGE ENERGY PARTNERS LP [EEP] À CAISSE DE DEPOT ET (Month/Day/Year) PLACEMENT DU QUEBEC 10/16/2009 (Last) (First) (Middle) 4. Relationship of Reporting 5. If Amendment, Date Original Person(s) to Issuer Filed(Month/Day/Year) 1000 PLACE JEAN-PAUL 10/26/2009 (Check all applicable) RIOPELLE (Street) 6. Individual or Joint/Group _X_ 10% Owner Director Officer _Other Filing(Check Applicable Line) (give title below) (specify below) _X_ Form filed by One Reporting Person MONTREAL, Â A8Â H2Z2B3 Form filed by More than One Reporting Person (City) (State) (Zip) Table I - Non-Derivative Securities Beneficially Owned 1. Title of Security 2. Amount of Securities 3. 4. Nature of Indirect Beneficial Beneficially Owned Ownership (Instr. 4) Ownership (Instr. 4) Form: (Instr. 5) Direct (D) or Indirect (I) (Instr. 5) Class A Common Units 12,827,152 Ι See Footnotes 1 and $2 \frac{(1)}{(2)}$ Reminder: Report on a separate line for each class of securities beneficially SEC 1473 (7-02) 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

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

currently valid OMB control number.

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of	5. Ownership Form of Derivative	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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Date Expiration Title Exercisable Date

Amount or Security Number of Shares Direct (D) or Indirect (I) (Instr. 5)

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

CAISSE DE DEPOT ET PLACEMENT DU QUEBEC 1000 PLACE JEAN-PAUL RIOPELLE MONTREAL, A8Â H2Z2B3

Â X Â Â

Signatures

/s/ CAISSE DE DEPOT ET PLACEMENT DU QUEBEC, By: Soulef Hadjoudj, Legal Counsel

04/19/2010

**Signature of Reporting Person

Date

/s/ CDP INFRASTRUCTURES FUND G.P., By: CAISSE DE DEPOT ET PLACEMENT DU QUEBEC, a general partner, By: Soulef Hadjoudj, Legal Counsel

04/19/2010

**Signature of Reporting Person

Date

/s/ CDP INVESTISSEMENTS INC., By: Normand Provost, Director and President, By: Eve Giard, Secretary

04/19/2010

**Signature of Reporting Person

Date

/s/ CDP INFRASTRUCTURES FUND INC., By: Normand Provost, Director and President, By: Eve Giard, Secretary

04/19/2010

**Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(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).
- This Amendment to Form 3 is filed with the Securities and Exchange Commission ("SEC") to amend certain information set forth in the Form 3 originally filed by certain of the Reporting Persons with the SEC on October 26, 2009 (the "Original Form 3"). This Amendment corrects the ownership (form and otherwise) of the reported securities, adds the "Other Reporting and amends and restates the information included under the caption "Remarks" of the Original Form 3.
 - The reported securities are indirectly beneficially owned by CDP Investissements Inc., CDP Infrastructures Fund Inc. and Caisse de Depot et Placement du Quebec by virtue of each of the foregoing being a general partner in CDP Infrastructures Fund G.P., which is the direct beneficial owner of the reported securities. Each Reporting Person disclaims beneficial ownership of the reported securities, except
- (2) to the extent of its respective pecuniary interest therein. Other Reporting Persons include: CDP Infrastructures Fund G.P. c/o Caisse de Depot et Placement du Quebec 1000 Place Jean-Paul Riopelle Montreal A8 H2Z 2B3 Canada CDP Investissements Inc. c/o Caisse de Depot et Placement du Quebec 1000 Place Jean-Paul Riopelle Montreal A8 H2Z 2B3 Canada CDP Infrastructures Fund Inc. c/o Caisse de Depot et Placement du Quebec 1000 Place Jean-Paul Riopelle Montreal A8 H2Z 2B3 Canada

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.

Reporting Owners 2