

Spectra Energy Corp.  
Form 4  
February 18, 2016

**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  
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

## OMB APPROVAL

OMB  
Number: 3235-0287  
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Dill Julie

(Last) (First) (Middle)

5400 WESTHEIMER COURT

(Street)

HOUSTON, TX 77056

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol

Spectra Energy Corp. [SE]

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

02/16/2016

4. If Amendment, Date Original  
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

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

Chief Communications Officer

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_X\_ Form filed by One Reporting Person  
\_\_\_\_ Form filed by More than One Reporting  
Person

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

| 1. Title of<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>(A) or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Ownership<br>(Instr. 4) |
|---------------------------------------|---|---|--------------------------------------|---|--|--|---|
| Common<br>Stock                       | 02/16/2016                              |   | M                                    | 4,400 A   | \$ 0 48,575.616  | D  |   |
| Common<br>Stock                       | 02/16/2016                              |   | F                                    | 1,204 D   | \$ 28.49 47,371.616  | D  |   |

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

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information contained in this form are not  
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SEC 1474  
(9-02)

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

| 1. Title of Derivative Security (Instr. 3)    | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) |       | 7. Title and Underlying (Instr. 3 and 4) |                 |              |
|---|--|--------------------------------------|--|--------------------------------|---|--|-------|--|-----------------|--------------|
|   |  |                                      |  | Code                           | V   | (A)  | (D)   | Date Exercisable                         | Expiration Date | Title        |
| Performance Shares Feb 2013                   | (1)  | 02/16/2016                           |  | M                              |   |  | 4,400 | 02/16/2016                               | (2)             | Common Stock |
| LTIP Phantom Stock Grant Feb 2016             | (3)  | 02/16/2016                           |  | A                              |   | 6,500  |       | 02/16/2019(4)                            | 02/16/2019      | Common Stock |
| Performance Shares Feb 2016                   | (1)  | 02/16/2016                           |  | A                              |   | 11,400   |       | 02/16/2019                               | (2)             | Common Stock |
| Employee Stock Option (Right to Buy) Feb 2016 | \$ 28.4  | 02/16/2016                           |  | A                              |   | 47,100   |       | (5)                                      | 02/16/2026      | Common Stock |

## Reporting Owners

| Reporting Owner Name / Address                           | Relationships |           |                              |       |
|--|---------------|-----------|------------------------------|-------|
|  | Director      | 10% Owner | Officer                      | Other |
| Dill Julie<br>5400 WESTHEIMER COURT<br>HOUSTON, TX 77056 |               |           | Chief Communications Officer |       |

## Signatures

/s/ Allison McHenry as Attorney-in-Fact for Julie Dill 02/18/2016

\*\*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 Stock on a 1-for-1 basis. The number of performance shares that vest is based on the achievement of a specified total shareholder return for Spectra Energy Corp Common Stock.

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- (2) Expiration date not applicable.
- (3) Each share of phantom stock represents the right to receive the cash value of one share of Spectra Energy Corp Common Stock.
- (4) Grant cliff vests 3 years from date of Grant.
- (5) The option becomes exercisable in three equal installments beginning on February 16, 2017.

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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