

Malone Robert W
 Form 4
 May 02, 2018

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
 Malone Robert W

(Last) (First) (Middle)

PARKER-HANNIFIN CORPORATION, 6035 PARKLAND BOULEVARD

(Street)

CLEVELAND, OH 44124-4141

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
 PARKER HANNIFIN CORP [PH]

3. Date of Earliest Transaction (Month/Day/Year)
 04/30/2018

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
 VP, President - Filtration Grp

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock					503.391	I	Parker Retirement Savings Plan
Common Stock	04/30/2018		S	430 D \$ 165.12	14,816	D	

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

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SEC 1474 (9-02)

number.

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 Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reporting Transaction (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Malone Robert W
PARKER-HANNIFIN CORPORATION
6035 PARKLAND BOULEVARD
CLEVELAND, OH 44124-4141

VP, President - Filtration Grp

Signatures

Kelley B. Standard,
Attorney-in-Fact 05/02/2018

**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).

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. margin-bottom:0pt; font-size:10pt; font-family:Times New Roman">Shared Dispositive Power

402,989,862

11. Aggregate Amount Beneficially Owned by Each Reporting Person

402,989,862

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

13. Percent of Class Represented by Amount in Row (11)

100%

14. Type of Reporting Person (See Instructions)

CO

The number and percentage of common units representing limited partner interests (Common Units) of Spectra Energy Partners, LP (the Issuer) reported as beneficially owned by Spectra Energy in this Schedule 13D consists of the following: 171,570,734 Common Units owned by SE Transmission (as defined below); 8,701,329 Common Units owned by SESSH (as defined below); and 222,717,799 Common Units owned by SEP GP (as defined below). Each of SE Transmission, SESSH and SEP GP is an indirect, wholly owned subsidiary of Spectra Energy.

Schedule 13D/A

CUSIP No. 84756N109

1. Names of Reporting Persons

I.R.S. Identification Nos. of above persons (entities only)

Spectra Energy Capital, LLC (SE Capital)

51-0282142

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a) (b)

3. SEC Use Only

4. Source of Funds (See Instructions)

5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)

6. Citizenship or Place of Organization

Delaware

Number of 7. Sole Voting Power

Shares

Beneficially None
 8. Shared Voting Power

Owned By

Each

 402,989,862
Reporting 9. Sole Dispositive Power

Person

Explanation of Responses:

With None
10. Shared Dispositive Power

402,989,862

11. Aggregate Amount Beneficially Owned by Each Reporting Person

402,989,862

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

13. Percent of Class Represented by Amount in Row (11)

100%

14. Type of Reporting Person (See Instructions)

OO (Limited Liability Company)

SE Capital is directly wholly owned by Spectra Energy, SE Transmission is directly wholly owned by SE Capital, and each of SESSH and SEP GP is an indirect, wholly owned subsidiary of SE Capital. Therefore, SE Capital may be deemed to be the beneficial owner of 402,989,862 Common Units owned by SE Transmission, SESSH and SEP GP.

Schedule 13D/A

CUSIP No. 84756N109

1. Names of Reporting Persons

I.R.S. Identification Nos. of above persons (entities only)

Spectra Energy Transmission, LLC (SE Transmission)

76-0687370

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a) (b)

3. SEC Use Only

4. Source of Funds (See Instructions)

5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)

6. Citizenship or Place of Organization

Delaware

Number of 7. Sole Voting Power

Shares

Beneficially None
 8. Shared Voting Power

Owned By

Each

 402,989,862
Reporting 9. Sole Dispositive Power

Person

Explanation of Responses:

With None
10. Shared Dispositive Power

402,989,862
11. Aggregate Amount Beneficially Owned by Each Reporting Person

402,989,862
12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

13. Percent of Class Represented by Amount in Row (11)

100%
14. Type of Reporting Person (See Instructions)

OO (Limited Liability Company)

SE Transmission is directly wholly owned by SE Capital and indirectly wholly owned by Spectra Energy. The sole member of SESSH is SE Transmission. The sole holder of limited partner interests in SEP GP is SE Transmission and the sole holder of general partner interests in SEP GP is SEP GP LLC (as defined below). The sole member of SEP GP LLC is SE Transmission.

Schedule 13D/A

CUSIP No. 84756N109

1. Names of Reporting Persons

I.R.S. Identification Nos. of above persons (entities only)

Spectra Energy Southeast Supply Header, LLC (SESSH)

20-5248997

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a) (b)

3. SEC Use Only

4. Source of Funds (See Instructions)

5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)

6. Citizenship or Place of Organization

Delaware

Number of 7. Sole Voting Power

Shares

Beneficially None
 8. Shared Voting Power

Owned By

Each

 8,701,329
Reporting 9. Sole Dispositive Power

Person

Explanation of Responses:

With None
10. Shared Dispositive Power

8,701,329
11. Aggregate Amount Beneficially Owned by Each Reporting Person

8,701,329
12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

13. Percent of Class Represented by Amount in Row (11)

2.16%
14. Type of Reporting Person (See Instructions)

OO (Limited Liability Company)

SESSH is directly wholly owned by SE Transmission and indirectly wholly owned by each of Spectra Energy and SE Capital.

Schedule 13D/A

CUSIP No. 84756N109

1. Names of Reporting Persons

I.R.S. Identification Nos. of above persons (entities only)

Spectra Energy Partners GP, LLC (SEP GP LLC)

41-2232447

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a) (b)

3. SEC Use Only

4. Source of Funds (See Instructions)

5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)

6. Citizenship or Place of Organization

Delaware

Number of 7. Sole Voting Power

Shares

Beneficially None
 8. Shared Voting Power

Owned By

Each

 222,717,799
Reporting 9. Sole Dispositive Power

Person

Explanation of Responses:

With None
10. Shared Dispositive Power

222,717,799
11. Aggregate Amount Beneficially Owned by Each Reporting Person

222,717,799
12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

13. Percent of Class Represented by Amount in Row (11)

55.27%
14. Type of Reporting Person (See Instructions)

OO (Limited Liability Company)

SEP GP LLC is directly wholly owned by SE Transmission and indirectly wholly owned by each of Spectra Energy and SE Capital. As the general partner of SEP GP, SEP GP LLC may be deemed to be the beneficial owner of 222,717,799 Common Units owned by SEP GP.

Schedule 13D/A

CUSIP No. 84756N109

1. Names of Reporting Persons

I.R.S. Identification Nos. of above persons (entities only)

Spectra Energy Partners (DE) GP, LP (SEP GP)

41-2232456

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a) (b)

3. SEC Use Only

4. Source of Funds (See Instructions)

5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)

6. Citizenship or Place of Organization

Delaware

Number of 7. Sole Voting Power

Shares

Beneficially None
 8. Shared Voting Power

Owned By

Each

 222,717,799
Reporting 9. Sole Dispositive Power

Person

Explanation of Responses:

With None
10. Shared Dispositive Power

222,717,799
11. Aggregate Amount Beneficially Owned by Each Reporting Person

222,717,799
12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

13. Percent of Class Represented by Amount in Row (11)

55.27%
14. Type of Reporting Person (See Instructions)

PN (Limited Partnership)

SEP GP is 99% directly owned by SE Transmission, 1% directly owned by SEP GP LLC (the general partner of SEP GP), and indirectly wholly owned by each of Spectra Energy, SE Capital and SE Transmission.

Schedule 13D/A

CUSIP No. 84756N109

1. Names of Reporting Persons

I.R.S. Identification Nos. of above persons (entities only)

Enbridge (U.S.) Inc. (EUSI)

41-1824246

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a) (b)

3. SEC Use Only

4. Source of Funds (See Instructions)

*

5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)

6. Citizenship or Place of Organization

Delaware

Number of 7. Sole Voting Power

Shares

Beneficially None
Owned By 8. Shared Voting Power

Each

Reporting 402,989,862*
Person 9. Sole Dispositive Power

Explanation of Responses:

With None
10. Shared Dispositive Power

402,989,862*
11. Aggregate Amount Beneficially Owned by Each Reporting Person

402,989,862*
12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

13. Percent of Class Represented by Amount in Row (11)

100%*
14. Type of Reporting Person (See Instructions)

CO

* Spectra Energy is directly wholly owned by EUSI. Therefore, EUSI may be deemed to be the beneficial owner of 402,989,862 Common Units that may be deemed to be beneficially owned by Spectra Energy.

Schedule 13D/A

CUSIP No. 84756N109

1. Names of Reporting Persons

I.R.S. Identification Nos. of above persons (entities only)

Enbridge US Holdings Inc. (EUSHI)

Not applicable.

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a) (b)

3. SEC Use Only

4. Source of Funds (See Instructions)

**

5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)

6. Citizenship or Place of Organization

Canada

Number of 7. Sole Voting Power

Shares

Beneficially None
Owned By 8. Shared Voting Power

Each

Reporting 402,989,862**
Person 9. Sole Dispositive Power

Explanation of Responses:

With None
10. Shared Dispositive Power

402,989,862**
11. Aggregate Amount Beneficially Owned by Each Reporting Person

402,989,862**
12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

13. Percent of Class Represented by Amount in Row (11)

100%**
14. Type of Reporting Person (See Instructions)

CO

** EUSI is directly wholly owned by EUSHI. Therefore, Spectra Energy is indirectly wholly owned by EUSHI and EUSHI may be deemed to be the beneficial owner of 402,989,862 Common Units that may be deemed to be beneficially owned by Spectra Energy.

Schedule 13D/A

CUSIP No. 84756N109

1. Names of Reporting Persons

I.R.S. Identification Nos. of above persons (entities only)

Enbridge Inc. (Enbridge)

98-0377957

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a) (b)

3. SEC Use Only

4. Source of Funds (See Instructions)

5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)

6. Citizenship or Place of Organization

Canada

Number of 7. Sole Voting Power

Shares

Beneficially None
Owned By 8. Shared Voting Power

Each

Reporting 402,989,862***
Person 9. Sole Dispositive Power

Explanation of Responses:

With None
10. Shared Dispositive Power

402,989,862***

11. Aggregate Amount Beneficially Owned by Each Reporting Person

402,989,862***

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

13. Percent of Class Represented by Amount in Row (11)

100%***

14. Type of Reporting Person (See Instructions)

CO

*** EUSHI is directly wholly owned by Enbridge. Therefore, Spectra Energy is indirectly wholly owned by Enbridge and Enbridge may be deemed to be the beneficial owner of 402,989,862 Common Units that may be deemed to be beneficially owned by Spectra Energy.

This Amendment No. 6 to Schedule 13D updates the information relating to the current beneficial owners and amends Items 2, 4, 5 and 6 of the Schedule 13D filed by filed by Spectra Energy Corp (Spectra Energy), Spectra Energy Capital, LLC (SE Capital), Spectra Energy Transmission, LLC (SE Transmission), Spectra Energy Southeast Supply Header, LLC (SESSH), Spectra Energy Partners GP, LLC (SEP GP LLC), Spectra Energy Partners (DE) GP, LP (SEP GP), Enbridge (U.S.) Inc. (EUSI), Enbridge US Holdings Inc. (EUSHI) and Enbridge Inc. (Enbridge and, together with Spectra Energy, SE Capital, SE Transmission, SESSH, SEP GP LLC, SEP GP, EUSI, and EUSHI, the Reporting Persons) with the Securities and Exchange Commission on March 9, 2017 (the Original Schedule 13D), as amended by Amendment No. 1 to the Original Schedule 13D, filed with the Securities and Exchange Commission on November 2, 2017, Amendment No. 2 to the Original Schedule 13D, filed with the Securities and Exchange Commission on November 30, 2017, Amendment No. 3 to the Original Schedule 13D, filed with the Securities and Exchange Commission on January 22, 2018, Amendment No. 4 to the Original Schedule 13D filed with the Securities and Exchange Commission on May 17, 2018, and Amendment No. 5 to the Original Schedule 13D filed with the Securities and Exchange Commission on August 24, 2018.

Item 2. Identity and Background

Item 2 of the Schedule 13D is hereby amended by adding the following paragraph:

On December 17, 2018, following the consummation of, and as a result of, the Merger (as defined below), the executive officers and directors of the Reporting Persons (collectively, the Listed Persons) ceased to beneficially own any SEP Common Units (as defined below) of the Issuer. To the Reporting Persons' knowledge, none of the Listed Persons has been, during the last five years, (i) convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors), or (ii) a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

Item 4. Purpose of Transaction

Item 4 of the Schedule 13D is hereby amended by adding the following paragraph:

On December 17, 2018, Autumn Acquisition Sub, LLC, a Delaware limited liability company and an indirect, wholly owned subsidiary of Enbridge (Merger Sub), merged with and into the Issuer, with the Issuer continuing as the surviving entity and an indirect, wholly owned subsidiary of Enbridge (the Merger) pursuant to that certain Agreement and Plan of Merger, dated as of August 24, 2018 (the Merger Agreement), by and among the Issuer, SEP GP, Enbridge, EUSI, Merger Sub, and, solely for the purposes of Article I, Article II and Article XI, EUSHI, Spectra Energy, SE Capital and SE Transmission.

As a result of the Merger, each common unit of the Issuer representing limited partner interests in the Issuer (each, an SEP Common Unit) issued and outstanding immediately prior to the effective time of the Merger (excluding certain Excluded Units, as defined in the Merger Agreement) was converted into the right to receive from Enbridge 1.111 common shares of Enbridge. As a result of the Merger, the Reporting Persons own all of the outstanding SEP Common Units.

The SEP Common Units will be removed from listing and registration from the New York Stock Exchange.

Item 5. Interest in Securities of the Issuer.

Item 5 of the Schedule 13D is hereby amended by adding the following paragraph:

Explanation of Responses:

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As a result of the Merger described in Item 4 (which Item 4 is incorporated herein by reference), the Reporting Persons own all of the outstanding SEP Common Units. Because the registration of the SEP Common Units will be terminated, SEP Common Units held by Enbridge and its subsidiaries will no longer be subject to reporting under Section 13(d) of the Securities Exchange Act of 1934, as amended. Consequently, this Amendment No. 6 to the Original Schedule 13D constitutes an exit filing for the Reporting Persons.

Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer

Item 6 of the Schedule 13D is hereby amended by adding the following paragraph:

The information provided or incorporated by reference in Item 4 is hereby incorporated by reference herein.

SIGNATURES

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: December 17, 2018

ENBRIDGE INC.

By: /s/ Tyler W. Robinson
Name: Tyler W. Robinson
Title: Vice President & Corporate Secretary

By: /s/ Wanda M. Opheim
Name: Wanda M. Opheim
Title: Senior Vice President, Finance

ENBRIDGE US HOLDINGS INC.

By: /s/ David Taniguchi
Name: David Taniguchi
Title: Corporate Secretary

ENBRIDGE (U.S.) INC.

By: /s/ Kelly L. Gray
Name: Kelly L. Gray
Title: Corporate Secretary

SPECTRA ENERGY CORP

By: /s/ Kelly L. Gray
Name: Kelly L. Gray
Title: Secretary

SPECTRA ENERGY CAPITAL, LLC

By: /s/ Kelly L. Gray
Name: Kelly L. Gray
Title: Secretary

**SPECTRA ENERGY TRANSMISSION,
LLC**

By: /s/ Kelly L. Gray
Name: Kelly L. Gray
Title: Secretary

SPECTRA ENERGY SOUTHEAST

SUPPLY HEADER, LLC

By: /s/ Kelly L. Gray

Name: Kelly L. Gray

Title: Secretary

**SPECTRA ENERGY PARTNERS (DE)
GP, LP**

By: Spectra Energy Partners GP, LLC

its general partner

By: /s/ Kelly L. Gray

Name: Kelly L. Gray

Title: Corporate Secretary

**SPECTRA ENERGY PARTNERS GP,
LLC**

By: /s/ Kelly L. Gray

Name: Kelly L. Gray

Title: Corporate Secretary