

Baker Stephen W
 Form 4
 February 23, 2011

FORM 4

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

OMB APPROVAL

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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 *
Baker Stephen W

(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)
 02/21/2011

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)

Vice President and Treasurer

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 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 | 02/21/2011 | | M | | 6,560 | A | \$ 26.25 | 10,719 D ⁽⁴⁾ |
| Common Stock | 02/21/2011 | | F | | 3,045 | D | \$ 26.25 | 7,674 D ⁽⁴⁾ |
| Common Stock | | | | | | | | 2,176 I ⁽⁵⁾ By Spouse |
| Common Stock | | | | | | | | 2,660 I ⁽⁶⁾ By Spouse |
| Common Stock | | | | | | | | 7,319 I ⁽⁶⁾ By Trustee |

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- (1) Cliff vests 3 years from date of grant.
- (2) Converts to Common Stock on a 1 to1 basis.
- (3) Expiration Date Not Applicable.
- (4) Total includes 167 shares in RRSP (Canadian Retirement Savings Plan)
- (5) Shares held in RRSP (Canadian Retirement Savings Plan)
- (6) Shares in EPSP (Canadian Employee Savings Plan)
- (7) Shares in RESP (Canadian Education Plan for Children)
- (8) Ancillary defined benefit plan.
- (9) Performance award is greater than original target.

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