

Columbia Pipeline Partners LP
 Form 4
 February 22, 2017

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 *
 Columbia Pipeline Group, Inc.

2. Issuer Name and Ticker or Trading Symbol
 Columbia Pipeline Partners LP
 [CPPL]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

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

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

5151 SAN FELIPE ST., SUITE 2500

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

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

(Street)

HOUSTON, TX 77056

(City) (State) (Zip)

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 Indirect Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common units (limited partner interests)	02/17/2017		A		53,843,466	A	(1) 53,843,466
Common units (limited partner interests)	02/17/2017		A	1		A	(2) 53,843,466

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

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(9-02)

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 Security (Instr. 3 and 4)	8. Date Exercisable	9. Expiration Date	10. Title	11. Amount of Shares
Subordinated units (limited partner interests)	(3)	02/17/2017		P	46,811,398	(3)	(3)			Common units (limited partner interests)	46,811,398

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Columbia Pipeline Group, Inc. 5151 SAN FELIPE ST. SUITE 2500 HOUSTON, TX 77056	X	X		
TransCanada PipeLine USA Ltd. 700 LOUISIANA STREET SUITE 700 HOUSTON, TX 77002	X	X		
TRANSCANADA PIPELINES LTD 450 -1ST STREET SW P O BOX 1000 STATION M CALGARY ALBERTA, A0 T2P 5H1	X	X		
TRANSCANADA CORP 450 - 1ST STREET S.W. CALGARY ALBERTA, A0 T2P 5H1	X	X		

Signatures

/s/Jon A. Dobson, Corporate Secretary of Columbia Pipeline Group, Inc.

02/22/2017

__Signature of Reporting Person

Date

/s/Jon A. Dobson, Corporate Secretary of TransCanada PipeLine USA Ltd.

02/22/2017

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<u>Signature of Reporting Person</u>	Date
/s/Christine R. Johnston, Vice-President, Law and Corporate Secretary of TransCanada PipeLines Ltd.	02/22/2017
<u>Signature of Reporting Person</u>	Date
/s/Christine R. Johnston, Vice-President, Law and Corporate Secretary of TransCanada Corp	02/22/2017
<u>Signature of Reporting Person</u>	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) The transaction reported occurred in connection with the merger of Columbia Pipeline Partners LP ("CPPL") with Pony Merger Sub LLC ("Merger Sub"), a wholly-owned subsidiary of Columbia Pipeline Group, Inc. ("CPG"), effective February 17, 2017. In consideration for the merger consideration paid by CPG to the holders of CPPL common units, CPPL issued to CPG 53,843,466 CPPL common units.

(2) In connection with the merger discussed in Note 1, the limited liability company interests in Merger Sub issued and outstanding immediately prior to the effective time of the merger were converted into one CPPL common unit.

(3) Each subordinated unit will convert into one common unit at the end of the subordination period described in CPPL's Registration Statement on Form S-1 (File No. 333-198990). The subordinated units have no expiration date. The subordinated units were not affected by the merger.

(4) This Form 4 is being filed jointly by TransCanada PipeLine USA Ltd. ("TransCanada USA"), TransCanada PipeLines Limited ("TPL"), TransCanada Corporation ("TransCanada") and CPG. The common units are owned directly by CPG; the subordinated units are owned directly by Columbia Energy Group, a wholly owned subsidiary of CPG. TransCanada USA wholly owns CPG; TPL wholly owns TransCanada USA; TransCanada wholly owns TPL.

Remarks:

CPG has the right to appoint all of the directors of the Board of Directors of CPP GP LLC, the general partner of CPPL. There

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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