

Spectra Energy Corp.
Form DEFA14A
March 22, 2012

UNITED STATES
Securities and Exchange Commission

Washington, D.C. 20549

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of the
Securities Exchange Act of 1934

(Amendment No.)

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to § 240.14a-12

SPECTRA ENERGY CORP

(Name of Registrant as Specified in its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(4) and 0-11.

1) Title of each class of securities to which transaction applies:

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- 2) Aggregate number of securities to which transaction applies:

- 3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

- 4) Proposed maximum aggregate value of transaction:

- 5) Total fee paid:

Fee paid previously with preliminary materials.

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

- 1) Amount Previously Paid:

- 2) Form, Schedule or Registration Statement No.:

- 3) Filing Party:

- 4) Date Filed:

To: The Record Shareholders of Spectra Energy Corp as of the Close of Business on March 5, 2012

In accordance with Section 242 of the Delaware General Corporation Law, the Corporation hereby provides notice that it is submitting a proposed amendment (Proposal 3) to the Amended and Restated Certificate of Incorporation of the Corporation (the Charter) for approval by the shareholders of the Corporation at its 2012 Annual Meeting of Shareholders.

Proposal No. 3: Paragraph (d) of Article FIFTH of the Charter would be amended as follows:

(d) Except as provided in Paragraph (e) of this Article FIFTH, directors shall be elected ~~as provided in the By-Laws of the Corporation by a plurality of the votes of the shares present in person or represented by proxy at the meeting and entitled to vote on the election of directors.~~ A director shall hold office until the annual meeting for the year in which his or her term expires and until his or her successor shall be elected and shall qualify, subject, however, to prior death, resignation, retirement, disqualification or removal from office.

This notice of the proposed amendment to the Charter is qualified by reference to the description of Proposal No. 3 set forth in the proxy materials for the Corporation s 2012 Annual Meeting of Shareholders. You are urged to read that description in its entirety by accessing a copy of those proxy materials by following the instructions on the Notice Regarding the Availability of Proxy Materials for the Annual Meeting accompanying this Notice.