

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>MALQUIST MALYN K</u>  (Last) (First) (Middle) <u>717 TEXAS STREET, SUITE #2400</u>  (Street) <u>HOUSTON TX 77002</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>TC PIPELINES LP [ TCP ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  <input checked="" type="checkbox"/> Director 10% Owner  Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>08/14/2014</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		6. Individual or Joint/Group Filing (Check Applicable Line)  <input checked="" type="checkbox"/> 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			

**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)				6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Deferred Share Units	(1)	08/14/2014		A		74 <sup>(3)</sup>		(2)	(2)	Common units representing limited partner interest	74	\$54.6 <sup>(3)</sup>	4,867	D	

**Explanation of Responses:**

- Upon termination of service as a director, Deferred Share Units ("DSUs") recorded in the reporting person's account will be settled, at the reporting person's election, in common units of TC PipeLines, LP ("Common Units") at no additional cost on a 1 for 1 basis or in cash of equivalent value, less applicable withholdings.
- The DSUs are immediately fully vested and are redeemable only following Mr. Malquist's termination of Board service.
- The DSUs were credited to the director's share unit account as distributions, effective on the payment date for distributions paid by TC PipeLines, LP on the Common Units. Pursuant to the Deferred Share Unit Plan for Non-Employee Directors (2013), the number of DSUs credited for distributions is calculated based on the distribution declared and paid on Common Units multiplied by the number of DSUs in the director's share account on the record date of such distribution, divided by the fair market value of Common Units on the payment date for such distribution.

**Remarks:**

/s/ Jon A. Dobson, Attorney-in-Fact for Malyn K. Malquist 08/18/2014

\*\* Signature of Reporting Person Date

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

\* 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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.

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**LIMITED POWER OF ATTORNEY**

**KNOW ALL MEN BY THESE PRESENTS** that I, MALYN K. MALQUIST, of Veradale, Washington, do hereby authorize, constitute and appoint Christine R. Johnston, and failing her, any of Jane M. Brindle, Tereza L. Fonda, Kelly A. Galloway, Lisa M. Grams, Meghan A. Lindsay, Tara E. Shaw, or Avery C. Smith, each of Calgary, Alberta, or Jon A. Dobson or Patrick W. Neal of Houston, Texas, as my true agent and lawful attorney in fact, and in my place and stead and for my sole use and benefit to prepare, execute, deliver or file on my behalf, and as my act and deed, all insider reports required to be filed by me relating to my holdings of securities and related financial instruments, as applicable, of TransCanada Corporation, TransCanada PipeLines Limited, NOVA Gas Transmission Ltd. or TC PipeLines, LP with any regulatory authority of a jurisdiction in which such entity is a reporting issuer or holds a similar status, including but not limited to, filings with the Ontario Securities Commission, Autorité des marchés financiers, the Alberta Securities Commission, the Manitoba Securities Commission, the British Columbia Securities Commission, the United States Securities and Exchange Commission and any other securities regulatory bodies, stock exchange or organized market in Canada, the United States, or elsewhere.

I further undertake and agree to provide prompt notice to my agent and attorney in fact within the prescribed time limits of applicable securities laws of any changes in my holdings of the aforementioned securities and related financial instruments.

I hereby agree and covenant for myself, my heirs, executors and administrators, to ratify and confirm whatsoever my agent and attorney in fact shall lawfully do or cause to be done by virtue of these presents and irrevocably and unconditionally agree to indemnify and hold harmless and to keep indemnified and held harmless the agent and attorney in fact from and against any and all claims, liabilities, costs and expenses (including legal costs and expenses) which the agent and attorney in fact may incur or experience as a result of acting or agreeing to act as agent and attorney under this Power of Attorney.

This Power of Attorney shall be and remain in full force and effect until due notice in writing of its revocation shall have been given by me to my agent and attorney in fact and, if required, to any securities regulatory bodies or organized market, if any, where the aforementioned insider reports are required to be filed by me.

**IN WITNESS WHEREOF**, I have set my hand and seal, this 22nd day of July, 2014.

/s/ Malyn K. Malquist

**Name: MALYN K. MALQUIST**

**SIGNED** in the presence of:

/s/ Marissa Malquist Luke

(witness)

/s/ Georgia G. Malquist

(witness)

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