

**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

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

1. Name and Address of Reporting Person* <u>GIRLING RUSSELL K.</u>  (Last) (First) (Middle) <u>450 1ST STREET SW</u>  (Street) <u>CALGARY A0 T2P 5H1</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>TC PIPELINES LP [ TCLP ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  <input checked="" type="checkbox"/> Director 10% Owner  <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Chief Executive Officer</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>08/14/2007</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  <input type="checkbox"/> 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			
Common Units Representing Limited Partnership Interests	08/14/2007		P		3,000	A	\$34.4	3,000	D	
Common Units Representing Limited Partnership Interests	08/14/2007		P		3,000	A	\$34.4999	6,000	D	

**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 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					

Explanation of Responses:

**Remarks:**

Exhibit 24 - Power of Attorney.

/s/ Avery C. Smith, attorney for Russell K. Girling 08/16/2007

\*\* 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.

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS that I, Russell K. Girling of Calgary, Alberta, Canada, do hereby constitute and appoint Donald J. DeGrandis, and failing him, any of Michael R. Mercier, Avery C. Smith, Annie C. Belecki or Bruce D. Nysetvold, each of Calgary, my true and lawful attorney for me, and in place and stead and for my sole use and benefit to prepare, execute, deliver or file in my name, and as my act and deed (i) all insider reports required to be filed by me relating to my holdings of securities, as applicable, of TransCanada Corporation, TransCanada Pipelines Limited, NOVA Gas Transmission Ltd. or TC Pipelines, LP with the Ontario Securities Commission, Autorite des marches financiers, the Alberta Securities Commission, the Manitoba Securities Commission, the British Columbia Securities Commission and all other securities regulatory bodies in Canada, if any, where insider reports are or shall be required to be filed by me, and (ii) all insider reports required to be filed by me with any regulatory authority of a jurisdiction in which securities of TransCanada Corporation, TransCanada Pipelines Limited, Nova Gas Transmission Ltd. or TC Pipelines, LP are publicly traded on an organized market.

I, Russell K. Girling, hereby agree and covenant for myself, my heirs, executors and administrators, to ratify and confirm whatsoever my attorney shall lawfully do or cause to be done in the premises by virtue of these presents.

I further undertake and agree to provide prompt notice to my attorneys within the prescribed time limits of applicable securities laws or any changes in my holdings of the aforementioned securities.

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 to the Ontario Securities Commission, Autorite des marches financiers, the Alberta Securities Commission, the Manitoba Securities Commission, the British Columbia Securities Commission and all other securities regulatory bodies, 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 16th day of August, 2007.

/s/Russell K. Girling  
Signed "Russell K. Girling"  
Name: Russell K. Girling

SIGNED, SEALED AND DELIVERED  
In the presence of:

/s/Judith Robson  
Signed "Judith Robson"  
(witness)