

Williams Michael
Form 4
March 11, 2019

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 *
Williams Michael

(Last) (First) (Middle)

C/O 500 CENTRE STREET SE

(Street)

CALGARY, A0 T2P2S5

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
ENCANA CORP [ECA]

3. Date of Earliest Transaction
(Month/Day/Year)
03/08/2019

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
EVP, Corp Services

6. Individual or Joint/Group Filing(Check Applicable Line)
 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
Common Shares	03/08/2019		M		57,278	A	7.16 <u>(2)</u>
Common Shares	03/08/2019		D		57,278	D	7.16 <u>(2)</u>
Common Shares	03/08/2019		M		192,451 <u>(5)</u>	A	7.16 <u>(4)</u>
Common Shares	03/08/2019		D		192,451 <u>(5)</u>	D	7.16

(4)

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

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 control number.

SEC 1474
(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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount
Rights (Restricted Share Unit)	(1)	03/08/2019		M	57,278	03/08/2019	03/08/2019	Common Shares	5
Rights (Performance Share Unit)	(3)	03/08/2019		M	113,055	03/08/2019	03/08/2019	Common Shares	11

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Williams Michael C/O 500 CENTRE STREET SE CALGARY, A0 T2P2S5			EVP, Corp Services	

Signatures

/s/ Dawna Gibb, by Power of Attorney
03/11/2019

__Signature of Reporting Person

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) Each Restricted Share Unit (each, "RSU") is the economic equivalent of one common share of Encana Corporation and attracts dividend equivalent RSUs.
- (2) The RSUs settled in Canadian dollars at a price of CAD\$9.54 per RSU. The price has been converted to U.S. dollars using the Bank of Canada exchange rate on the transaction date.

Edgar Filing: Williams Michael - Form 4

- (3) Each Performance Share Unit (each, "PSU") is settled based on the achievement of certain performance criteria, is valued based on the economic equivalent of one common share of Encana Corporation, and attracts dividend equivalent PSUs.

- The PSU is settled in Canadian dollars at a price of CAD\$9.54 per share and is determined based on the volume-weighted average price of a common share of Encana Corporation on the Toronto Stock Exchange for the five trading days following approval of the performance criteria multiplier. The price has been converted to U.S. dollars using the Bank of Canada exchange rate on the transaction date.
- (4)

- (5) Settlement of the PSUs was based on a performance criteria multiplier of 168 percent.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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