

SECURITIES AND EXCHANGE COMMISSION

FORM FWP

Filing under Securities Act Rules 163/433 of free writing prospectuses

Filing Date: **2013-01-10**
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SUBJECT COMPANY

TRANSCANADA PIPELINES LTD

CIK:[99070](#) | IRS No.: [522179728](#) | Fiscal Year End: [1231](#)
Type: **FWP** | Act: [34](#) | File No.: [333-177789](#) | Film No.: [13523048](#)
SIC: [4922](#) Natural gas transmission

Mailing Address

*450 I STREET SW
CALGARY ALBERTA A0 T2P
5H1*

Business Address

*450 -1ST STREET SW
P O BOX 1000 STATION M
CALGARY ALBERTA A0 T2P
5H1
4039206411*

FILED BY

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U.S.\$750,000,000
TransCanada PipeLines Limited

0.750% Senior Notes due 2016

Issuer:	TransCanada PipeLines Limited
Security:	0.750% Senior Notes due 2016
Size:	U.S.\$750,000,000
Maturity Date:	January 15, 2016
Coupon:	0.750%
Interest Payment Dates:	January 15 and July 15, commencing July 15, 2013
Price to Public:	99.823%
Benchmark Treasury:	0.250% due December 2015
Benchmark Treasury Yield:	0.360%
Spread to Benchmark Treasury:	+45 basis points
Yield:	0.810%
Redemption:	At any time at the greater of par or a discount rate of Treasury plus 10 basis points
Trade Date:	January 10, 2013
Expected Settlement Date:	January 15, 2013 (T+3)
CUSIP:	89352H AH2
ISIN:	US89352HAH21
Anticipated Ratings:	A3 by Moody' s Investors Service, Inc. A- by Standard & Poor' s Ratings Services
Joint Bookrunners:	Citigroup Global Markets Inc. HSBC Securities (USA) Inc.

Co-Managers:

Deutsche Bank Securities Inc.
J.P. Morgan Securities LLC
Mitsubishi UFJ Securities (USA), Inc.
Merrill Lynch, Pierce, Fenner & Smith
Incorporated
Mizuho Securities USA Inc.
UBS Securities LLC

Note: A securities rating is not a recommendation to buy, sell or hold securities and may be subject to revision or withdrawal at any time.

The issuer has filed a registration statement (including a prospectus) with the SEC for the offering to which this communication relates. Before you invest, you should read the prospectus in that registration statement and other documents the issuer has filed with the SEC for more complete information about the issuer and this offering.

You may get these documents for free by visiting EDGAR on the SEC website at www.sec.gov. Alternatively, the issuer, any underwriter or any dealer participating in the offering will arrange to send you the prospectus if you request it by calling Citigroup Global Markets Inc. toll-free at (800) 831-9146 or HSBC Securities (USA) Inc. toll-free at (866) 811-8049.
