

TRANSCANADA PIPELINES LTD
Form FWP
February 28, 2012

Filed Pursuant to Rule 433
Registration No. 333- 177789
February 28, 2012

U.S.\$500,000,000
TransCanada PipeLines Limited

0.875% Senior Notes due 2015

Issuer:	TransCanada PipeLines Limited
Security:	0.875% Senior Notes due 2015
Size:	U.S.\$500,000,000
Maturity Date:	March 2, 2015
Coupon:	0.875%
Interest Payment Dates:	March 2 and September 2, commencing September 2, 2012
Price to Public:	99.629%
Benchmark Treasury:	0.250% due February 2015
Benchmark Treasury Yield:	99-17 ³ / ₄ / 0.401%
Spread to Benchmark Treasury:	+60 basis points
Yield:	1.001%
Redemption:	At any time at the greater of par or a discount rate of Treasury plus 10 basis points
Trade Date:	February 28, 2012
Expected Settlement Date:	March 2, 2012 (T+3)
CUSIP:	893526 DL4
ISIN:	US893526DL47
Anticipated Ratings:	A3 by Moody's Investors Service, Inc. A- by Standard & Poor's Ratings Services A by DBRS Limited

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Joint Bookrunners:

Deutsche Bank Securities Inc.

HSBC Securities (USA) Inc.

Co-Managers:

Citigroup Global Markets Inc.

J.P. Morgan Securities LLC

Merrill Lynch, Pierce, Fenner & Smith

Incorporated

Mitsubishi UFJ Securities (USA), Inc.

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 web site 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 Deutsche Bank Securities Inc. toll free at (800) 503-4611 or HSBC Securities (USA) Inc. toll free at (866) 811-8049.