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PLAINS ALL AMERICAN PIPELINE LP

Form 4

August 31, 2009

FORM 4

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

OMB Number:

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

3235-0287 January 31,

OMB APPROVAL

Expires: Estimated average

2005

0.5

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SECURITIES

obligations may continue. See Instruction

Check this box

if no longer

subject to

Section 16.

Form 4 or

Form 5

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading ALLEN PAUL G Issuer Symbol PLAINS ALL AMERICAN (Check all applicable) PIPELINE LP [PAA] _X__ 10% Owner (Last) (First) (Middle) 3. Date of Earliest Transaction Director _ Other (specify Officer (give title (Month/Day/Year) below) 505 FIFTH AVENUE S, SUITE 900 08/27/2009 (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting **SEATTLE 98104** Person

(City)	(State)	(Zip) Ta	ble I - Noi	n-Derivative S	ecuriti	ies Acqui	red, Disposed of	, or Beneficia	ally Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transacti Code (Instr. 8)	Transaction Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8) (A) or			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)	
Common Units	08/27/2009		<u>J(1)</u>	1,907,305	A	\$ 47.19 (1)	1,907,305 (2) (3)	I	See Footnotes (2) (3)	
Common Units							12,390,120 (2) (3)	I	Through Corporation (2) (3)	
Common Units							1,995,954 (2) (3)	I	See Footnotes (2)	

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

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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	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title	and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	onNumber	Expiration D	ate	Amoun	it of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underly	ying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securit	ies	(Instr. 5)	Bene
	Derivative				Securities			(Instr. 3	3 and 4)		Own
	Security				Acquired						Follo
	·				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						Ì
					4, and 5)						
								1	Amount		
						Date	Expiration		or		
						Exercisable	Date		Number		
									of		
				Code V	(A) (D)				Shares		

Reporting Owners

Relationships Reporting Owner Name / Address Director 10% Owner Officer Other ALLEN PAUL G X 505 FIFTH AVENUE S, SUITE 900

SEATTLE 98104

Signatures

/s/ W. Lance Conn, Attorney-in-fact for Paul G. 08/28/2009 Allen

> **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).
- On August 27, 2009, Vulcan Gas Storage, LLC ("VGS") became entitled to purchase 1,907,305 common units of the Issuer pursuant to (1) the terms of the Membership Interest Purchase Agreement, dated as of August 27, 2009, between VGS, the Issuer and a subsidiary of the Issuer.
- The Reporting Person owns 16,293,379 Common Units of the Issuer, of which: (i) 1,907,305 are owned directly by VGS, a limited liability company that is indirectly controlled by the Reporting person; (ii) 12,390,120 are owned directly by a corporation that is controlled by the Reporting Person; and (iii) 1,995,954 are owned directly by another limited liability company that is indirectly controlled by the Reporting Person.
- (3) The Reporting Person disclaims beneficial ownership of the reported securities, except to the extent of his pecuniary interest therein. Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Reporting Owners 2

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