

PLAINS ALL AMERICAN PIPELINE LP

Form 4

August 31, 2009

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 *
ALLEN PAUL G

2. Issuer Name and Ticker or Trading Symbol
PLAINS ALL AMERICAN PIPELINE LP [PAA]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
505 FIFTH AVENUE S, SUITE 900
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
08/27/2009

____ Director
____ Officer (give title below)
 10% Owner
____ Other (specify below)

SEATTLE 98104

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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 | 08/27/2009 | | J ⁽¹⁾ | | 1,907,305 | A | \$ 47.19 <u>(1)</u> | 1,907,305 <u>(2) (3)</u> | I | See Footnotes <u>(2) (3)</u> |
| Common Units | | | | | 12,390,120 | | <u>(2) (3)</u> | 12,390,120 <u>(2) (3)</u> | I | Through Corporation <u>(2) (3)</u> |
| Common Units | | | | | 1,995,954 | | <u>(2) (3)</u> | 1,995,954 <u>(2) (3)</u> | I | See Footnotes <u>(2) (3)</u> |

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 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 Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Following Reporting Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| ALLEN PAUL G 505 FIFTH AVENUE S, SUITE 900 SEATTLE 98104 | | X | | |

Signatures

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

__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) On August 27, 2009, Vulcan Gas Storage, LLC ("VGS") became entitled to purchase 1,907,305 common units of the Issuer pursuant to the terms of the Membership Interest Purchase Agreement, dated as of August 27, 2009, between VGS, the Issuer and a subsidiary of the Issuer.

- (2) 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.

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