

PACIFIC ENERGY PARTNERS LP  
 Form 3  
 June 06, 2006

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF 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 *            |         |          | 2. Date of Event Requiring Statement   | 3. Issuer Name <b>and</b> Ticker or Trading Symbol |  |
| Â Lehman Brothers Merchant Banking Associates III LP |         |          | (Month/Day/Year)   | PACIFIC ENERGY PARTNERS LP [PPX]                   |  |
| (Last)   | (First) | (Middle) | 03/21/2005   |  |  |
| 745 SEVENTH AVENUE                                   |         |          | 4. Relationship of Reporting Person(s) to Issuer   |  |  |
| (Street)   |         |          | (Check all applicable)   |  |  |
| NEW YORK, Â NY Â 10019                               |         |          | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner<br><input type="checkbox"/> Officer <input checked="" type="checkbox"/> Other<br>(give title below)    (specify below)<br>See Remark (1). |  |  |
| (City)   | (State) | (Zip)    | 5. If Amendment, Date Original Filed(Month/Day/Year)   |  |  |
|  |         |          | 6. Individual or Joint/Group Filing(Check Applicable Line)   |  |  |
|  |         |          | <input type="checkbox"/> Form filed by One Reporting Person  |  |  |
|  |         |          | <input checked="" type="checkbox"/> Form filed by More than One Reporting Person   |  |  |

**Table I - Non-Derivative Securities Beneficially Owned**

|                                    |  |   |  |
|------------------------------------|--|---|--|
| 1. Title of Security<br>(Instr. 4) | 2. Amount of Securities Beneficially Owned<br>(Instr. 4) | 3. Ownership Form:<br>Direct (D)<br>or Indirect (I)<br>(Instr. 5) | 4. Nature of Indirect Beneficial Ownership<br>(Instr. 5) |
|------------------------------------|--|---|--|

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

SEC 1473 (7-02)

**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.**

**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

|   |   |  |  |  |  |
|---|---|--|--|--|--|
| 1. Title of Derivative Security<br>(Instr. 4) | 2. Date Exercisable and Expiration Date<br>(Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security<br>(Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security:<br>Direct (D)<br>or Indirect (I) | 6. Nature of Indirect Beneficial Ownership<br>(Instr. 5) |
|   | Date Exercisable    Expiration Date                         | Title    Amount or Number of Shares  |  |  |  |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |         |                 |
|---|---------------|-----------|---------|-----------------|
|   | Director      | 10% Owner | Officer | Other           |
| Lehman Brothers Merchant Banking Associates III LP<br>745 SEVENTH AVENUE<br>NEW YORK, NY 10019  | Â             | Â         | Â       | See Remark (1). |
| Lehman Brothers Merchant Banking Associates III LLC<br>745 SEVENTH AVENUE<br>NEW YORK, NY 10019 | Â             | Â         | Â       | See Remark (1). |

## Signatures

|  |  |            |
|--|--|------------|
| Ashvin Rao, Authorized Signatory of Lehman Brothers Merchant Banking Associates III L.L.C.   |  | 06/06/2006 |
| **Signature of Reporting Person  |  | Date       |
| Ashvin Rao, Authorized Signatory of Lehman Brothers Merchant Banking Associates III L.L.C., general partner of Lehman Brothers Merchant Banking Associates III, L.P. |  | 06/06/2006 |
| **Signature of Reporting Person  |  | Date       |

## Explanation of Responses:

### No securities are beneficially owned

- \* If the form is filed by more than one reporting person, *see* Instruction 5(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).

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### Remarks:

Remark (1) - This report is filed jointly by Lehman Brothers Merchant Banking Associates III LP

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.