

PETERSEN GARY R
Form 4
June 17, 2010

FORM 4

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

OMB APPROVAL

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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 *
PETERSEN GARY R

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)
1100 LOUISIANA, SUITE 3150
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
06/15/2010

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

HOUSTON, TX 77002
(City) (State) (Zip)

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

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 or Price		
Common Units	06/15/2010		S		263,817 D \$ 58.35	0	I Through Partnership (1) (4)
Common Units	06/15/2010		S		61,883 D \$ 58.35	0	I Through Partnership (2) (4)
Common Units	06/15/2010		S		2,500 D \$ 58.35	0	I Through Partnership (3) (4)
Common Units						5,200	D

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

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

Table with columns: 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. Nature of Derivative Security Beneficially Owned (Instr. 6).

Reporting Owners

Table with columns: Reporting Owner Name / Address, Relationships (Director, 10% Owner, Officer, Other). Entry for PETERSEN GARY R at 1100 LOUISIANA, SUITE 3150, HOUSTON, TX 77002, marked as 10% Owner.

Signatures

/s/ Gary R. Petersen, 06/17/2010. **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) These securities are owned by E-Holdings III, L.P.
(2) These securities are owned by E-Holdings V, L.P.
(3) These securities are owned by EnCap Energy Capital Fund III, L.P.
Mr. Petersen is a principal of EnCap Investments, L.P., an affiliate of E-Holdings III, L.P. E-Holdings V, L.P. and EnCap Energy Capital Fund III, L.P., which own the common units reported herein. The reporting person disclaims any beneficial ownership of the common units exceeding his pecuniary interest.

Remarks:

On the Form 4 filed by the reporting person on December 12, 2009, the common units owned by EnCap Energy Capital Fund included in the amount of securities beneficially owned by E-Holdings III, L.P. and E-Holdings V, L.P.

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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