

PETERSEN GARY R  
Form 4  
June 17, 2010

**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 \*  
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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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 Beneficially Owned Following Reporting Transaction (Instr. 6)		
					Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
					Code	V	(A)	(D)			

### Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
PETERSEN GARY R 1100 LOUISIANA, SUITE 3150 HOUSTON, TX 77002	X			

### 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.

(4) 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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