

PLAINS ALL AMERICAN PIPELINE LP

Form 4

August 25, 2014

**FORM 4**
**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

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

## OMB APPROVAL

OMB  
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2005  
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**RAYMOND JOHN T**

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)  
**811 MAIN STREET, SUITE 4200**  
(Street)

3. Date of Earliest Transaction  
(Month/Day/Year)  
**08/21/2014**

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

**HOUSTON, TX 77002**

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 (1)	(A) or (D) Price (2)	
Common Units	08/21/2014		S		53,649 (1)	\$ 58.5059 (2)	\$ 1,631,382 D
Common Units	08/22/2014		S		141,011 (1)	\$ 58.3049 (3)	\$ 1,490,371 D
Common Units	08/25/2014		S		63,438 (1)	\$ 58.3418 (4)	\$ 1,426,933 D

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

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.

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 Transaction (Instr. 10)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
RAYMOND JOHN T 811 MAIN STREET, SUITE 4200 HOUSTON, TX 77002		X		

## Signatures

/s/ John T.  
Raymond 08/25/2014

\_\_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).

The aggregate 258,098 common units reported as sold herein were owned directly by NGPMR MLP Opportunity Fund Company, LLC (the "MLP Fund"). Beneficial ownership of the 258,098 common units was originally reported by John T. Raymond ("Raymond") solely in his capacity as the Chief Executive Officer and Managing Partner of NGP MR GP, LLC, the general partner of NGP MR, LP, the

- (1) general partner of NGP Midstream & Resources, L.P., the member holding a majority interest in the MLP Fund. Raymond disclaims beneficial ownership of the 258,098 common units owned by the MLP Fund except to the extent of his pecuniary interest therein, and the inclusion of the common units in Raymond's Form 4 shall not be deemed an admission of beneficial ownership of all of the reported common units for purposes of Section 16 or for any other purpose.

The price in column 4 is a weighted average price. The units were sold in multiple transactions at prices ranging from \$58.50 to \$58.62.

- (2) Reporting Person undertakes to provide to the SEC staff, the Issuer or any unitholder of the Issuer, upon request, full information regarding the number of units sold at each separate price.

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The price in column 4 is a weighted average price. The units were sold in multiple transactions at prices ranging from \$58.25 to \$58.60.

- (3) Reporting Person undertakes to provide to the SEC staff, the Issuer or any unitholder of the Issuer, upon request, full information regarding the number of units sold at each separate price.

The price in column 4 is a weighted average price. The units were sold in multiple transactions at prices ranging from \$58.25 to \$58.61.

- (4) Reporting Person undertakes to provide to the SEC staff, the Issuer or any unitholder of the Issuer, upon request, full information regarding the number of units sold at each separate price.

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.