Swanson Al Form 4 December 01, 2005

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

Washington, D.C. 20549

if no longer subject to Section 16. Form 4 or Form 5

Check this box

**SECURITIES** 

obligations may continue. See Instruction

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(b).

(Last)

1. Name and Address of Reporting Person \* Swanson Al

2. Issuer Name and Ticker or Trading Symbol

(Middle)

(Zip)

PLAINS ALL AMERICAN PIPELINE LP [PAA]

(First)

333 CLAY STREET, # 1600

(Street)

3. Date of Earliest Transaction

12/01/2005

Filed(Month/Day/Year)

3.

(Month/Day/Year)

4. If Amendment, Date Original

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)

(City)

HOUSTON, TX 7700

2. Transaction Date 2A. Deemed (Month/Day/Year)

(State)

Execution Date, if (Month/Day/Year)

TransactionAcquired (A) or Code (Instr. 8)

Disposed of (D)

Code V Amount (D) Price

(Instr. 3, 4 and 5)

(A)

4. Securities

Securities Beneficially Owned Following

5. Amount of

Issuer

below)

Person

Director

Applicable Line)

X\_ Officer (give title

Reported Transaction(s)

(Instr. 3 and 4)

Form: Direct Indirect (D) or Indirect Beneficial (T) (Instr. 4)

6. Ownership

Ownership (Instr. 4)

7. Nature of

10% Owner

Other (specify

**OMB APPROVAL** 

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

5. Relationship of Reporting Person(s) to

(Check all applicable)

Vice Pres.-Finance & Treas.

6. Individual or Joint/Group Filing(Check

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

Estimated average

burden hours per

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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

1. Title of Derivative Security

Conversion or Exercise

3. Transaction Date 3A. Deemed

(Month/Day/Year) Execution Date, if any

4. 5. Number Transaction of Derivative Expiration Date Code Securities

6. Date Exercisable and (Month/Day/Year)

7. Title and Amount Underlying Securiti (Instr. 3 and 4)

#### Edgar Filing: Swanson Al - Form 4

(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8)	(A) c Dispo	or osed of r. 3, 4,				
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amou or Numb of Shares
Performance Options-2001 Perf. Option Plan	\$ 13.848 (1)	12/01/2005		D		3,750	04/22/2005	12/31/2005	Common Units	3,75
Performance Options-2001 Perf. Option Plan	\$ 13.848 (1)	12/01/2005		D		3,750	08/12/2005	12/31/2005	Common Units	3,75

### **Reporting Owners**

Reporting Owner Name / Address	Relationships							
1	Director	10% Owner	Officer	Other				
Swanson Al			Vice					
333 CLAY STREET, # 1600			PresFinance &					
HOUSTON, TX 7700			Treas.					

## **Signatures**

/s/ Al Swanson 12/01/2005

\*\*Signature of 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 Option was cancelled by mutual agreement of the reporting person and Plains All American GP LLC in exchange for a cash payment of approximately \$26.58 per underlying unit. For additional information, see Part II, Item 5 of the Issuer's Quarterly Report on Form 10-Q for the period ended September 30, 2005.
- (2) N/4

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.

Reporting Owners 2