FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT	OF CHANGES	S IN BENEFICIAL	OWNERSHIP

1	OIVID APPROVAL											
	OMB Number:	3235-0287										
	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).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

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1. Name and Address of Reporting Person* RUSSELL JOHN F			<u>PL</u>	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) Director 10% Owner						
									_ [PA.		Officer below)	(give title	Other (spe		pecify	
(Last)	(Firs	,	Middle)		3. Date of Earliest Transaction (Month/Day/Year)						,	erations				
333 CLAY STREET, # 1600				04/	04/22/2005											
(Street)				4. If	4. If Amendment, Date of Original Filed (Month/Day/Year)						6. Individual or Joint/Group Filing (Check Applicable Line)					
HOUSTO	N TX	. 7	7002							X Form filed by One Reporting Person						
										Form filed by More than One Reporting Person				ng		
(City)	(Sta	te) (2	Zip)		1 616511											
Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned																
Date			ransaction e onth/Day/Ye	Execution Date,		Code (Inst	Transaction Disposed Of (D) (Instr. 3, 4)			Beneficia Owned F	s Illy ollowing (6. Owner Form: Di (D) or Inc (I) (Instr.	rect Ir direct B 4) C	7. Nature of Indirect Beneficial Ownership		
							Code V	Amount	(A) or (D)	Price	Reported Transacti (Instr. 3 a	on(s)		(1)	nstr. 4)	
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)	Conversion Date Execution or Exercise (Month/Day/Year) if any		3A. Deemed Execution Date,	d 4. Date, Transaction Code (Instr		5. Number of Derivative		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title a Amount Securitie Underlyi Derivativ	7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s)	y Di or (I)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		(Instr. 4)	(S)		
Performance Options	(1)	04/22/2005		A		2,000 ⁽²⁾		08/15/2006	12/31/200	Commor Units	2,000	(3)	2,000		D	

Explanation of Responses:

- 1. Strike price per unit equals \$22, less 80% of each per unit distribution from, after and including the distribution paid in August of 2001.
- 2. Additional future vesting of 2,000 units subject to the passage of time (August 2006) and additional requirement of distribution threshold at \$2.70 annualized.
- 3. N/A

Remarks:

John F. Russell

04/22/2005

** Signature of Reporting Person

Date

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

- * 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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 Number.