

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

1. Name and Address of Reporting Person* <u>RAYMOND JOHN T</u> (Last) (First) (Middle) <u>811 MAIN STREET, SUITE 4200</u> (Street) <u>HOUSTON TX 77002</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>PLAINS ALL AMERICAN PIPELINE LP</u> [PAA]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>08/21/2014</u>	
		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> 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	(A) or (D)	Price			
Common Units	08/21/2014		S		53,649 ⁽¹⁾	D	\$58.5059 ⁽²⁾	\$1,631,382	D	
Common Units	08/22/2014		S		141,011 ⁽¹⁾	D	\$58.3049 ⁽³⁾	\$1,490,371	D	
Common Units	08/25/2014		S		63,438 ⁽¹⁾	D	\$58.3418 ⁽⁴⁾	\$1,426,933	D	

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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	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					

Explanation of Responses:

- 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 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. 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 \$58.60. 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. 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.

Remarks:

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

** 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.