

| OMB APPROVAL                                 |           |
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**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

|  |   |  |
|--|---|--|
| 1. Name and Address of Reporting Person*<br><u>Herbold Chris</u><br><hr/> (Last) (First) (Middle)<br><u>333 CLAY STREET, SUITE 1600</u><br><hr/> (Street)<br><u>HOUSTON TX 77002</u><br><hr/> (City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol<br><u>PLAINS ALL AMERICAN PIPELINE LP [ PAA ]</u> | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable)<br>Director 10% Owner<br><input checked="" type="checkbox"/> Officer (give title below) Other (specify below)<br><u>Sr. VP and Chief Acctg Officer</u> |
|  | 3. Date of Earliest Transaction (Month/Day/Year)<br><u>01/21/2020</u>                         |  |

**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 |   |  |   |

**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 |   |  |  |   |  | Title |
| Class B Units                              | \$0  | 01/21/2020                           |  | M <sup>(1)</sup>               |   |  | 97,878 | (1)  | (1)             | Class A Units/Class B Shares  | 92,136                                     | \$0  | 48,939  | D  |       |
| Class A Units/Class B Shares               | \$0  | 01/21/2020                           |  | M <sup>(1)</sup>               |   | 92,136   |        | (2)  | (2)             | Common Units  | 92,136                                     | \$0  | 92,136  | D  |       |

**Explanation of Responses:**

1. Pursuant to the limited partnership agreement of Plains AAP, L.P. ("AAP"), a holder of vested Class B Units of AAP (the "Class B Units") may convert (the "Conversion Right"), at any time and from time to time, such Class B Units into an equal number of Class A Units of AAP (the "Class A Units") and Class B Shares (the "Class B Shares") of Plains GP Holdings, L.P. ("PAGP"), at a conversion ratio of approximately 0.941 Class A Units and Class B Shares for each Class B Unit. The Conversion Right does not expire. On January 21, 2020, the Reporting Person exercised his right to convert 97,878 vested Class B Units into 92,136 Class A Units and Class B Shares.

2. Pursuant to the limited partnership agreement of AAP, Reporting Person has the right, at any time and from time to time, to redeem (the "Redemption Right") his Class A Units, together with a like number of Class B Shares, for common units of Plains All American Pipeline, L.P. on a one-for-one basis. Reporting Person has not yet exercised the Redemption Right; the Redemption Right does not expire.

**Remarks:**

/s/ Chris Herbold 01/21/2020  
 \*\* 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.