

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
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1. Name and Address of Reporting Person* <u>SHACKOULS BOBBY S</u> (Last) (First) (Middle) <u>333 CLAY STREET, SUITE 1600</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>01/30/2019</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	
		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	01/30/2019		G		1,875	D	\$0	1,875	D	
Common Units	01/30/2019		G		1,875	A	\$0	1,875	I	By Spouse
Common Units	01/30/2019		J ⁽¹⁾		5,568	A	\$23.29	7,443	D ⁽²⁾	
Common Units	01/30/2019		J ⁽¹⁾		5,570	A	\$23.29	7,445	I ⁽²⁾	By Spouse
Common Units								4,448	I ⁽²⁾	By GRAT
Common Units								4,447	I ⁽²⁾	By Spouse's GRAT

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:

1. On January 30, 2019, the reporting person and his spouse received 5,568 and 5,570 common units of PAA, respectively, in a distribution from their respective grantor retained annuity trusts in accordance with the terms of the GRATs. The distribution of units from the GRATs resulted in a decrease in the number of units beneficially owned indirectly through the GRATs, and a corresponding increase in the number of units beneficially owned directly and indirectly through spouse. The distribution of units from the GRATs constitutes a change in form of beneficial ownership, which is exempt under Rule 16a-13 of the Exchange Act.

2. All units owned by the reporting person and his spouse and their respective GRATs, including the units received from the GRATs as described in footnote 1, were subsequently contributed to newly-created GRATs and are now beneficially owned indirectly as follows: 11,891 units are beneficially owned indirectly through the reporting person's 2019 GRAT, and 11,892 units are beneficially owned indirectly through the 2019 GRAT of the reporting person's spouse. The contributions of units to the 2019 GRATs are also exempt under Rule 16a-13 of the Exchange Act.

Remarks:

/s/ Ann F. Gullion, as attorney-in-fact for Bobby S. Shackouls 02/14/2019

** 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.