

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL	
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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* ALLEN PAUL G (Last) (First) (Middle) 505 FIFTH AVENUE S, SUITE 900 (Street) SEATTLE WA 98104 (City) (State) (Zip)	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 <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 07/26/2006	
	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 <input type="checkbox"/> 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	07/26/2006		P		697,674 ⁽¹⁾	A	\$43	14,386,074 ⁽²⁾	I	Through Corporation and by managed LLC ⁽³⁾

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)					

Explanation of Responses:

- Units purchased by Vulcan Capital Private Equity I LLC (Vulcan Capital), an entity controlled by the reporting person, pursuant to Common Unit Purchase Agreement dated July 20, 2006, between Vulcan Capital, the Issuer and the other parties named therein.
- 1,995,954 Common Units of the Issuer are owned by Vulcan Capital. 12,390,120 Common Units of the Issuer are owned by Vulcan Energy Corporation, an entity controlled by the reporting person.
- The Reporting Person disclaims beneficial ownership of the reported securities, except to the extent of his pecuniary interest therein.

Remarks:

/s/ Gregory P. Landis, as Attorney-in-Fact

07/27/2006

** 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.

POWER OF ATTORNEY

The undersigned does hereby constitute and appoint each of Jo Allen Patton, W. Lance Conn, Gregory P. Landis, Nathaniel T. Brown and Allen D. Israel, each with full Securities Exchange Act of 1934, and the rules and regulations promulgated thereunder.

This Power of Attorney shall be deemed to revoke (1) the Power of Attorney filed with the Scheduled 13G filed by Vulcan Ventures Incorporated and Paul G. Allen with

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this ____ day of March, 2005.

/s/ Paul G. Allen

Paul G. Allen

Joint Filer Information

Name: Vulcan Capital Private Equity I LLC

Address: 505 Fifth Avenue S, Suite 900, Seattle, WA 98104

Designated Filer: Paul G. Allen

Issuer & Ticker Symbol: Plains All American Pipeline, L.P. PAA

Date of Event Requiring Statement: 07/26/2006

Signature: Vulcan Capital Private Equity I LLC

By: Vulcan Capital Private Equity Management I LLC, its Manager

By: Vulcan Capital Private Equity Inc., its Managing Member

By: /s/ W. Lance Conn

Name: W. Lance Conn

Title: Vice President and Authorized Person