
UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 8-K

CURRENT REPORT
Pursuant to Section 13 or 15(d) of the
Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): November 14, 2008

Plains All American Pipeline, L.P.

(Exact name of registrant as specified in its charter)

DELAWARE
(State or other jurisdiction of
incorporation)

1-14569
(Commission File Number)

76-0582150
(IRS Employer Identification No.)

333 Clay Street, Suite 1600, Houston, Texas 77002
(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code **713-646-4100**

(Former name or former address, if changed since last report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On November 14, 2008, Mr. W. Lance Conn, the President of Vulcan Capital, joined the board of directors of Plains All American GP LLC (“GP LLC”), the general partner of Plains All American Pipeline, L.P. (the “Registrant”). Mr. Conn was designated by Vulcan Energy Corporation (“Vulcan Energy”), of which he is the Chairman of the Board, to serve as its representative on the GP LLC board. Mr. Conn replaces Mr. David N. Capobianco, who served as Vulcan Energy’s representative on the GP LLC board from July 2004 until November 14, 2008. It is anticipated that Mr. Conn will be appointed to the compensation committee of the GP LLC board. The GP LLC board consists of up to eight individuals, including three independent directors, the Chief Executive Officer, two directors who are designated by certain members, and two at-large directors appointed by a majority in interest. At this time, one of the at-large positions is vacant. Vulcan Energy’s wholly owned subsidiary, Vulcan Energy GP Holdings Inc., owns a 50.1% member interest in GP LLC. For a discussion of the relationships of the Registrant with Vulcan Energy and Vulcan Capital, please refer to the Registrant’s Annual Report on Form 10-K for the year ended December 31, 2007.

Item 7.01 Regulation FD Disclosure.

In accordance with General Instruction B.2 of Form 8-K, the information presented under this Item 7.01 shall not be deemed “filed” for the purpose of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liabilities of that section, nor shall such information be deemed incorporated by reference into any filing under the Securities Act of 1933 or the Securities Exchange Act of 1934, each as amended.

On November 14, 2008, the Registrant issued a press release announcing changes in the board of directors of GP LLC. A copy of the press release is furnished as Exhibit 99.1 hereto.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

Exhibit 99.1 — Press Release dated November 14, 2008.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

PLAINS ALL AMERICAN PIPELINE, L.P.

Date: November 14, 2008

By: PAA GP LLC, its general partner

By: Plains AAP, L.P., its sole member

By: Plains All American GP LLC, its general partner

By: /s/ Tim Moore

Name: Tim Moore

Title: Vice President

INDEX TO EXHIBITS

**Exhibit
No.**

Description

99.1 Press Release dated November 14, 2008.

**News Release**

Contacts: Roy I. Lamoreaux
Manager, Investor Relations
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A. Patrick Diamond
Vice President
713/646-4487 — 800/564-3036

FOR IMMEDIATE RELEASE

**Plains All American Pipeline, L.P. Announces
Change to the Board of Directors**

(Houston — November 14, 2008) Plains All American Pipeline, L.P. (NYSE:PAA) today announced that Lance Conn has joined the board of directors of Plains All American GP LLC, the managing general partner of PAA. Mr. Conn has been designated to serve as Vulcan Energy Corporation's representative on the board and will fill the slot previously held by David Capobianco.

"We are pleased to welcome Lance to our board of directors and look forward to working with him as we continue to grow PAA," said Greg L. Armstrong, Chairman and CEO of Plains All American. "On behalf of the Partnership, I would also like to thank David Capobianco for the support, advice and counsel that he has provided during the four years he has served on our board." Armstrong noted that the change is effective November 14, 2008.

Lance Conn is the President of Vulcan Capital and is responsible for managing the diverse multi-billion-dollar investment portfolio of Vulcan Inc., which is the investment and project management company founded in 1986 by Paul G. Allen. Mr. Conn also sits on the boards of Charter Communications, Vulcan Energy Corporation, PAA/Vulcan Gas Storage and Digeo and is a former director of Oxygen Media. He also serves as an advisory director for Makena Capital Management and an advisor to Global Endowment Management. Prior to joining Vulcan, Mr. Conn worked for America Online, where he served in various senior business and corporate development roles in the United States and Europe. Prior to AOL, Mr. Conn was an attorney with the Shaw Pittman law firm in Washington, D.C. Mr. Conn holds a J.D. from the University of Virginia, a master's degree in history from the University of Mississippi and an A.B. in history from Princeton University.

"Plains All American has been one of Vulcan's top performing investments since we purchased our initial interest in 2004," said Mr. Conn. "We are extremely pleased with the growth and success of the company and I look forward to becoming more involved in my new capacity as a board member."

Plains All American Pipeline, L.P. is a publicly traded master limited partnership engaged in the transportation, storage, terminalling and marketing of crude oil, refined products and liquefied petroleum gas and other natural gas related petroleum products. Through its 50% ownership in PAA/Vulcan Gas Storage LLC, the partnership is also engaged in the development and operation of natural gas storage facilities. The Partnership is headquartered in Houston, Texas.

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