

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* <u>Plains All American GP LLC</u> _____ (Last) (First) (Middle) 333 CLAY STREET, SUITE 1600 _____ (Street) HOUSTON TX 77002 _____ (City) (State) (Zip)			2. Issuer Name and Ticker or Trading Symbol <u>PAA NATURAL GAS STORAGE LP [ PNG ]</u>			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) 09/09/2010					
			4. If Amendment, Date of Original Filed (Month/Day/Year)			6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person <input checked="" 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 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
Phantom Common Units <sup>(2)</sup>	\$0	09/09/2010		J		125,000		(2)	05/05/2012	Common Units	125,000	\$0	0	I	See Footnote <sup>(1)</sup>
Phantom Series A Subordinated Units <sup>(2)</sup>	\$0	09/09/2010		J		125,000		(2)	(3)	Common Units	125,000	\$0	0	I	See Footnote <sup>(1)</sup>
Phantom Series B Subordinated Units <sup>(2)</sup>	\$0	09/09/2010		J		125,000		(2)	(3)	Common Units or Series A Subordinated Units <sup>(2)</sup>	125,000	\$0	0	I	See Footnote <sup>(1)</sup>

1. Name and Address of Reporting Person\*  
Plains All American GP LLC  
 \_\_\_\_\_  
 (Last) (First) (Middle)  
 333 CLAY STREET, SUITE 1600  
 \_\_\_\_\_  
 (Street)  
 HOUSTON TX 77002  
 \_\_\_\_\_  
 (City) (State) (Zip)

1. Name and Address of Reporting Person\*  
Plains AAP, L.P.  
 \_\_\_\_\_  
 (Last) (First) (Middle)  
 333 CLAY STREET, SUITE 1600  
 \_\_\_\_\_  
 (Street)  
 HOUSTON TX 77002  
 \_\_\_\_\_  
 (City) (State) (Zip)

1. Name and Address of Reporting Person\*  
PAA GP LLC  
 \_\_\_\_\_  
 (Last) (First) (Middle)  
 333 CLAY STREET, SUITE 1600  
 \_\_\_\_\_  
 (Street)

