

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>RUSSELL JOHN F</u> (Last) (First) (Middle) <u>333 CLAY STREET, # 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 [PAA]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Vice Pres.-Pipeline Operations</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>07/14/2004</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

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					
Phantom Units-Long Term Incentive Plan	(1)	07/14/2004		A		8,000		(2)	(5)	Common Units	8,000	8,000	D	
Performance Options	(3)	07/14/2004		A		2,000		(4)	(5)	Common Units	2,000	2,000	D	

Explanation of Responses:

- 1-for-1 Common Units for Phantom Units granted under long-term incentive plan.
- Units granted under long-term incentive plan. Vesting occurs (a) 25% as of the date in August 2006 on which a quarterly distribution is paid; (b) 25% as of the first day on or after the August distribution date for 2006 on which the annualized partnership distribution reaches \$2.50, (c) 25% as of the first day on or after the August distribution date for 2006 on which the annualized partnership distribution reaches \$2.70 and (d) 25% as of the first day on or after the August distribution date for 2006 on which the annualized partnership distribution reaches \$2.90 per common unit.
- Strike price per unit equals \$22, less 80% of each per unit distribution from, after and including the distribution paid in August of 2001.
- Options vest as of the date in August 2006 on which the distribution for the second quarter is declared. The options represent 25% of a total grant of 8,000 options, the remainder of which vest after (a) the passage of time (earliest August 2006) and (b) satisfaction of certain distribution thresholds (equal increments at an annualized distribution rate of \$2.30, \$2.50 and \$2.70).
- Date of Reporting Person's termination of employment with the Issuer or it affiliates.
- N/A

Remarks:

John F. Russell

07/16/2004

** 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.