

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>Conn Lance</u> (Last) (First) (Middle) <u>450 WALSH ROAD</u> (Street) <u>ATHERTON CA 94027</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>08/14/2009</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	08/14/2009		M		313	A	\$0	313	D	
Common Units								12,390,120 ⁽⁴⁾	I	through Corporation

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 Units-Long-Term Incentive Plan	(1)	08/14/2009		M		313		(2)	(3)	Common Units	313	\$0	4,687	D	
Phantom Units-Long-Term Incentive Plan	(1)	08/14/2009		A		313		(2)	(3)	Common Units	313	\$0	5,000	D	

Explanation of Responses:

- One Common Unit is deliverable, upon vesting, for each phantom unit that vests.
- 313 phantom units vest upon the August 2009 distribution payment date, with an automatic re-grant of an equivalent amount. Beginning in August 2010, 1,250 phantom units will vest annually on the August distribution payment date, with an automatic re-grant of an equivalent amount.
- Upon termination of service as director, other than because of death, disability or retirement.
- Represents Common Units of the Issuer owned by Vulcan Energy Corporation ("Vulcan Energy"). The Reporting Person may receive income based on the performance of the holdings of Vulcan Energy, including the common units held by Vulcan Energy. As a result, the Reporting Person may be deemed to have a pecuniary interest in the Common Units held by Vulcan Energy. The Reporting Person disclaims beneficial ownership of the reported securities, except to the extent of his pecuniary interest therein, if any. As a result of the termination of the Reporting Person's employment, the Reporting Person no longer has a reportable beneficial interest in 1,995,954 Common Units of the Issuer owned by Vulcan Capital Private Equity I LLC and included in the Reporting Person's prior ownership reports.

Remarks:

W. Lance Conn 08/17/2009
 ** 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.