

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

OMB APPROVAL	
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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>RAYMOND JOHN T</u>  (Last) (First) (Middle) 811 MAIN, SUITE 4200  (Street) HOUSTON TX 77002  (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) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 01/12/2016	
	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)
					(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Series A Convertible Preferred Units	(1)	01/12/2016		P	17,492,711		(1)	(2)	Common Units	17,492,711	\$26.25	17,492,711	I	see footnote <sup>(3)</sup>

**Explanation of Responses:**

- On January 12, 2016, the Issuer entered into a Series A Preferred Unit Purchase Agreement with EMG Fund IV PAA Holdings, LLC and the other purchasers party thereto (the "Purchasers"), whereby the Purchasers agreed to purchase Series A Convertible Preferred Units representing limited partner interests in the Issuer (the "Preferred Units"). The Preferred Units will be issued upon closing, which is expected to occur on January 28, 2016. The Preferred Units are convertible on a one-for-one basis (subject to customary anti-dilution adjustments) (i) by the holders of such Preferred Units after the second anniversary of the issue date, and (ii) by the Issuer after the third anniversary of the issue date.
- The Preferred Units are perpetual in nature and have no expiration date.
- The Reporting Person indirectly owns the Preferred Units through his ownership of EMG Fund IV PAA Holdings, LLC ("EMG"). The Reporting Person is the sole member of EMG Fund IV Management, LLC, the general partner of EMG Fund IV Management, LP, which is the manager of EMG, and therefore he may be deemed to be the beneficial owner of the interests held by EMG. The Reporting Person disclaims beneficial ownership of the securities held by EMG except to the extent of his pecuniary interest therein, which interest is a significant pecuniary interest.

**Remarks:**

/s/ John T. Raymond 01/14/2016  
 \*\* 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.