

OMB APPROVAL	
OMB Number:	3235-0104
Estimated average burden hours per response:	0.5

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

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>Goebel Jeremy L.</u>			2. Date of Event Requiring Statement (Month/Day/Year) 03/01/2019		3. Issuer Name and Ticker or Trading Symbol <u>PLAINS ALL AMERICAN PIPELINE LP [PAA]</u>		
(Last)	(First)	(Middle)	4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director _____ 10% Owner _____ <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) _____ <p style="text-align: center;">EVP - Commercial</p>			5. If Amendment, Date of Original Filed (Month/Day/Year)	
333 CLAY STREET SUITE 1600						6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person	
(Street)	(City)	(State)	(Zip)				
HOUSTON	TX		77002				

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Units	56,848	D	

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date				
Phantom Units ⁽¹⁾	(2)	(2)	Common Units 12,000	(3)	D	
Phantom Units ⁽¹⁾	(4)(5)	(4)(5)	Common Units 55,000	(3)	D	
Phantom Units ⁽¹⁾	(6)	(6)	Common Units 120,000	(3)	D	
Phantom Units ⁽¹⁾	(7)	(7)	Common Units 10,000	(3)	D	
Class B Units in Plains AAP, L.P.	(8)(9)	(8)(9)	Common Units 35,350	0	D	

Explanation of Responses:

- Grant of phantom units under Long-Term Incentive Plan (includes associated dividend equivalent rights (payable in cash)).
- Phantom units vest 50% on August 2019 distribution date and 50% on August 2020 distribution date.
- One common unit is deliverable for each common unit that vests.
- The phantom units will vest as follows: (i) one-third shall vest on the August 2019 distribution date, (ii) one-sixth shall vest on the August 2020 distribution date, (iii) one-sixth shall vest on the August 2021 distribution date, (iv) one-sixth shall vest on the date on which the Partnership generates distributable cash flow ("DCF") on a trailing four-quarter basis of at least \$2.50 per unit; however, in the event the \$2.50 DCF threshold is not met prior to the August 2022 distribution date, the applicable phantom units will vest on such distribution date provided that on or prior to such date, PAA shall have generated DCF on a trailing four-quarter basis of at least \$2.30 per unit, and
- (v) one-sixth shall vest on the date on which the Partnership generates DCF on a trailing four-quarter basis of at least \$2.65 per unit; however, in the event the \$2.65 DCF threshold is not met prior to the August 2022 distribution date, the applicable phantom units will vest on such distribution date provided that on or prior to such date, PAA shall have generated DCF on a trailing four-quarter basis of at least \$2.30 per unit. Any phantom units that have not vested as of the August 2022 distribution date will be forfeited.
- Phantom units vest as follows: 25% each on January 1, 2020, 2021, 2022 and 2023.
- Phantom units vest on the May 2021 distribution date.
- The Class B Units in Plains AAP, L.P. represent a profits interest. 25% of the Class B Units will become earned (entitled to receive distributions) when Plains All American Pipeline, L.P. ("PAA") generates DCF on a trailing four-quarter basis of \$2.50 per unit. The remaining 75% of the Class B Units are already earned. The Class B Units are subject to a call right in the event Reporting Person's employment is terminated under certain circumstances prior to December 31, 2022. If Reporting Person remains employed after such date, the Class B Units will be deemed to have vested.
- Reporting Person has the right to convert his vested Class B Units into Class A Units in Plains AAP, L.P. and Class B Shares in Plains GP Holdings, L.P. at a conversion ratio of approximately 0.941:1. Following any such conversion, the resulting Class A Units and Class B Shares are redeemable for common units of PAA on a one-for-one basis.

Remarks:

/s/ Jeremy L. Goebel

03/04/2019

** 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 5 (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.

POWER OF ATTORNEY

Know all by these presents that the undersigned hereby constitutes and appoints each of Richard McGee, Ann F. Gullion and Chris Griffith, or either of them signing :

- (1) prepare, execute in the undersigned's name and on the undersigned's behalf, and submit to the U.S. Securities and Exchange Commission (the SEC) a Form ID, includ
- (2) execute for and on behalf of the undersigned, in the undersigned's capacity as an officer and/or director of Plains All American Pipeline, L.P. (the "Company"),
- (3) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Form 3, 4 or 5, complet
- (4) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best :

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4 and 5 with respect to the undersigned's

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 25th day of February, 2019.

/s/ Jeremy L. Goebel