

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

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

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>vonBerg John</u> (Last) (First) (Middle) <u>333 CLAY STREET, # 1600</u> (Street) <u>HOUSTON TX 77002</u> (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) <u>05/20/2004</u>	3. Issuer Name and Ticker or Trading Symbol <u>PLAINS ALL AMERICAN PIPELINE LP [PAA]</u>	
		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) <u>Vice President-Trading</u>	5. 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 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)
<u>Common Units</u>	<u>6,902</u>	<u>D</u>	

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				
<u>Phantom Units--Long term incentive plan</u>	<u>(1)</u>	<u>(2)</u>	<u>Common Units</u>	<u>6,250</u>	<u>(3)</u>	<u>D</u>
<u>Performance Options</u>	<u>(4)</u>	<u>06/07/2011</u>	<u>Common Units</u>	<u>9,375</u>	<u>(5)</u>	<u>D</u>

Explanation of Responses:

- Phantom units vest based on reaching annualized distribution thresholds (50% at \$2.30 and 50% at \$2.50)
- Date of Reporting Person's termination of employment with the Issuer or it affiliates.
- One common unit is deliverable, upon vesting, for each phantom unit that vests.
- Options vest in three equal installments upon reaching annualized distribution levels of \$2.30, \$2.50 and \$2.70.
- Strike price for each unit equals \$22 less 80% of each per unit distribution after, and including the distribution on, August 14, 2001

Remarks:

John vonBerg 05/20/2004
 ** 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 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.