
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of
the Securities Exchange Act of 1934

Date of Report – September 8, 2003
(Date of earliest event reported – September 8, 2003)

Plains All American Pipeline, L.P.

(Name of Registrant as specified in its charter)

DELAWARE
(State or other jurisdiction of
incorporation or organization)

0-9808
(Commission File Number)

76-0582150
(I.R.S. Employer Identification No.)

333 Clay Street, Suite 1600
Houston, Texas 77002
(713) 646-4100
(Address, including zip code, and telephone number,
including area code, of Registrant's principal executive offices)

N/A
(Former name or former address, if changed since last report.)

Item 9. Regulation FD Disclosure

In accordance with General Instruction B.2. of Form 8K, the following information shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, except as shall be expressly set forth by specific reference in such a filing.

Plains All American Pipeline, L.P. (the "Partnership") today announced that it plans to sell 2,900,000 common units pursuant to an effective shelf registration statement on Form S-3 previously filed with the Securities and Exchange Commission. A copy of the press release is attached hereto as Exhibit 99. 1.

The Partnership anticipates that the Prospectus Supplement to be delivered in connection with the offering will include disclosure to the following effect:

The Partnership intends to use the net proceeds from the offering to repay indebtedness under its revolving credit facility and for general partnership purposes, including acquisitions. The Partnership is currently in advanced negotiations with respect to two separate potential acquisitions of crude oil pipeline and storage assets and has executed a non-binding letter of intent with respect to one of the transactions. If consummated under current terms, the aggregate purchase price for both acquisitions, including capital expenditures for planned enhancements, is expected to be approximately \$71 million, excluding transaction costs. If consummated, a portion of the indebtedness repaid with the proceeds from the offering may be reborrowed to fund the purchase of these assets. Both transactions are subject to a number of conditions including negotiation of definitive purchase and sale agreements and further due diligence, and the Partnership can give no assurance that either of the transactions will be consummated or that any such acquisition will be completed on terms considered favorable to the Partnership.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

PLAINS ALL AMERICAN PIPELINE, L.P.

By: Plains AAP, L.P., its general partner

By: Plains All American GP LLC, its general partner

By: /s/ Phil Kramer

Name: Phil Kramer

Title: Executive Vice President and Chief Financial Officer

Date: September 8, 2003

EXHIBIT INDEX

**Exhibit
Number**

Description

99.1

Press Release dated September 8, 2003

Contacts: Phillip D. Kramer
Executive Vice President and CFO
713/646-4560 – 800/564-3036

A. Patrick Diamond
Manager, Special Projects
713/646-4487 – 800/564-3036

FOR IMMEDIATE RELEASE

Plains All American Pipeline Announces Public Offering of Common Units

(Houston – September 8, 2003) Plains All American Pipeline, L.P. (NYSE: PAA) announced today that it plans to sell 2,900,000 common units pursuant to an effective shelf registration statement on Form S-3 previously filed with the Securities and Exchange Commission. The underwriters have the option to purchase up to 435,000 additional units to cover over-allotments, if any.

The Partnership intends to use the net proceeds from the offering to repay indebtedness under its revolving credit facility and for general partnership purposes, including potential acquisitions.

Citigroup Global Markets Inc. will act as book-running lead manager of the offering. In addition, Lehman Brothers Inc., UBS Securities LLC, A.G. Edwards & Sons, Inc., Wachovia Securities, Inc. and RBC Dain Rauscher Inc. have been named as co-managing underwriters.

A copy of the prospectus supplement and related base prospectus relating to this offering may be obtained from Citigroup Global Markets Inc. 140 58th Street, Brooklyn, NY 11220, Attn: Prospectus Dept, Floor 8I, or from any of the underwriters.

This news release does not constitute an offer to sell or a solicitation of an offer to buy the securities described herein, nor shall there be any sale of these securities in any state or jurisdiction in which such an offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such jurisdiction. The offering may be made only by means of a prospectus and related prospectus supplement.

Except for the historical information contained herein, the matters discussed in this news release are forward-looking statements that involve certain risks and uncertainties. These risks and uncertainties include, among other things, stability of the capital markets, availability of acquisition targets, and other factors and uncertainties inherent in the marketing, transportation, terminalling, gathering and storage of crude oil discussed in the Partnership's filings with the Securities and Exchange Commission.

Plains All American Pipeline, L.P. is engaged in interstate and intrastate crude oil transportation, terminalling and storage, as well as crude oil and LPG gathering and marketing activities, primarily in Texas, California, Oklahoma, Louisiana and the Canadian Provinces of Alberta and Saskatchewan. The Partnership's common units are traded on the New York Stock Exchange under the symbol "PAA." The Partnership is headquartered in Houston, Texas.

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