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UNITED STATES  
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 (Date of earliest event reported): July 28, 2008

**Plains All American Pipeline, L.P.**

(Exact name of registrant as specified in its charter)

**DELAWARE**  
(State or other jurisdiction of  
incorporation)

**1-14569**  
(Commission File Number)

**76-0582150**  
(IRS Employer Identification No.)

**333 Clay Street, Suite 1600, Houston, Texas 77002**  
(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code **713-646-4100**

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

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers**

On July 28, 2008, Plains All American Pipeline, L.P. (“PAA”) issued a press release announcing that Phil Kramer will relinquish his position as Chief Financial Officer effective November 15, 2008. PAA also announced that Al Swanson, who currently serves as Senior Vice President — Finance and Treasurer, will be promoted to the position of Senior Vice President and Chief Financial Officer, also effective November 15, 2008. A copy of the press release is filed as Exhibit 99.1 hereto and is incorporated herein by reference.

Mr. Swanson, age 44, has served in his current position since August 2007. He served as Vice President — Finance and Treasurer from August 2005 to August 2007, as Vice President and Treasurer from February 2004 to August 2005 and as Treasurer from May 2001 to February 2004. In addition, he held finance related positions at Plains Resources including Treasurer from February 2001 to May 2001 and Director of Treasury from November 2000 to February 2001. Prior to joining Plains Resources, he served as Treasurer of Santa Fe Snyder Corporation from 1999 to October 2000 and in various capacities at Snyder Oil Corporation including Director of Corporate Finance from 1998, Controller — SOCO Offshore, Inc. from 1997, and Accounting Manager from 1992. Mr. Swanson began his career with Apache Corporation in 1986 serving in internal audit and accounting.

Mr. Swanson’s base salary is \$180,000 per year. He holds a total of 67,000 phantom units under the Company’s long-term incentive plans that vest on various dates through May 2012. He also holds 10,000 Class B units of Plains AAP, L.P., the sole member of PAA’s general partner.

**Item 9.01. Financial Statements and Exhibits.**

**(d) Exhibits**

Exhibit 99.1 — Press Release dated July 28, 2008.

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**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.

Date: July 28, 2008

By: PAA GP LLC, its general partner

By: /s/ Tim Moore

Name: Tim Moore

Title: Vice President

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## INDEX TO EXHIBITS

**Exhibit  
No.**

**Description**

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99.1

Press Release dated July 28, 2008.



# News Release

**Contacts: Roy I. Lamoreaux**  
**Manager, Investor Relations**  
**713-646-4222 – 800-564-3036**

**A. Patrick Diamond**  
**Vice President**  
**713-646-4487 – 800-564-3036**

**FOR IMMEDIATE RELEASE**

**Plains All American Pipeline Announces Officer Retirement,  
 Promotions & Related Organizational Changes**

(Houston – July 28, 2008) Plains All American Pipeline, L.P. (NYSE: PAA) today announced the planned retirement of Mark F. Shires, Senior Vice President – Operations, as well as a several promotions and related organizational changes.

“Mark has served PAA and its predecessors in a number of progressively important roles since 1984 and we are deeply grateful to Mark and his family for his many years of devoted service and leadership,” said Greg L. Armstrong, Chairman and CEO of PAA. “Although Mark will cease having day-to-day responsibility for the Operations group effective August 1, 2008, consistent with his past dedication to PAA, he has agreed to continue serving in a transitional role for several months thereafter to finalize open items and complete several important projects.”

In connection with Mr. Shires’ retirement and consistent with the Partnership’s long-term succession planning activities and positioning for future growth, PAA also announced the following changes in titles and responsibilities among current members of senior management:

- § Mark J. Gorman has been promoted to the position of Senior Vice President – Operations and Business Development, and will assume Mr. Shires’ previous responsibilities. Mr. Gorman previously served as Vice President since November 2006 and his most recent responsibilities included business development and oversight for lease gathering activities.
  - § John vonBerg has been promoted to the position of Senior Vice President – Commercial Activities. Mr. vonBerg has served as Vice President — Commercial Activities since August 2007 and previously served as Vice President — Trading from May 2003 until August 2007 and Director of Trading from January 2002 until May 2003.
  - § Phil D. Kramer, Executive Vice President, will relinquish the position of Chief Financial Officer effective November 15, 2008, in order to assume responsibility for our lease gathering business and related support functions, while retaining responsibility for procurement, human resources and office services. Mr. Kramer joined the Plains organization in 1983 and has served as Chief Financial Officer for PAA or its predecessor since 1992.
  - § Al Swanson will be promoted to the position of Senior Vice President and Chief Financial Officer effective November 15, 2008. Mr. Swanson has served as Senior Vice
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President — Finance and Treasurer since August 2007 and has held senior finance-related positions with PAA or its predecessors since November 2000.

In addition, Charles Kingswell-Smith will join PAA as Vice President and Treasurer effective August 1, 2008. Mr. Kingswell-Smith has over 30 years of experience in finance and treasury activities, serving most recently as Managing Director of GE Energy Financial Services after GE's 2008 acquisition of Merrill Lynch Capital. Prior to joining Merrill Lynch Capital in 2007, Mr. Kingswell-Smith spent 12 years in the commercial banking business with JPMorgan Chase, BankOne and other predecessor banking organizations. Notably, Mr. Kingswell-Smith has maintained business relationships with PAA and its predecessors since 1986.

"These changes demonstrate the benefits of our succession planning efforts, the cross-functional versatility of our personnel and our ability to attract quality management talent," said Armstrong. "We believe PAA is well positioned to continue to grow and prosper for many years to come."

Plains All American Pipeline, L.P. is a publicly traded master limited partnership engaged in the transportation, storage, terminalling and marketing of crude oil, refined products and liquefied petroleum gas and other natural gas related petroleum products. Through its 50% ownership in PAA/Vulcan Gas Storage LLC, the partnership is also engaged in the development and operation of natural gas storage facilities. The Partnership is headquartered in Houston, Texas.

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