FORM 4

Check this box if no longer subject to

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT	OF CHANGES	IN BENEFICIAL	OWNERSHIP

OMB APPROVAL OMB Number: Estimated average burden hours per response: 0.5

Section 16. Form 4 or Form 5 obligations may continue. See Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940 Instruction 1(b)

1. Name and Address of Reporting Person* FRYFOGLE JAMES B				PL.	2. Issuer Name and Ticker or Trading Symbol PLAINS ALL AMERICAN PIPELINE LP PAA]						2 [(Ch	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner Officer (give title Other (specify					
(Last)	(Last) (First) (Middle) 333 CLAY STREET, # 1600				3. Date of Earliest Transaction (Month/Day/Year) 07/14/2004						X Officer (give title Other (specify below) Vice President-Lease Operation						
(Street) HOUSTO	IOUSTON TX 77002				4. If Amendment, Date of Original Filed (Month/Day/Year)					Lin	Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person Form filed by More than One Reporting Person						
		Table	e I - Non-Deriv	ative	Sec	urities	Ac	quired, Di	sposed o	f, or Ber	eficial	ly Owned					
1. Title of Security (Instr. 3) 2. Transa Date (Month/D				Execution Date,		3. Transaction Code (Instr. 8) 4. Securities Acquired (A) Disposed Of (D) (Instr. 3, 4) 5)				and Securities Beneficially Owned Follow		Form (D) or	: Direct r Indirect str. 4)	7. Nature of Indirect Beneficial Ownership			
			Code V			Amount	(A) or (D)	Price	Reported Transact (Instr. 3 a	tion(s)			(Instr. 4)				
		Ta	able II - Deriva (e.g., p					uired, Disp , options,				Owned					
1. Title of Derivative Security (Instr. 3)	Conversion Date Exe or Exercise (Month/Day/Year) if ar		3A. Deemed Execution Date, if any (Month/Day/Year)		nsaction de (Instr. 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 Securi (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number derivative Securities Beneficial Owned Following Reported Transactic (Instr. 4)	illy	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	Beneficial Ownership (Instr. 4)		
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares						
Phantom Units (Long Term Incentive Plan)	(1)	07/14/2004		A		8,000		(2)	(5)	Common Units	8,000	(6)	8,000		D		
Performance Options	(3)	07/14/2004		A		2,000		(4)	(5)	Common	2,000	(6)	2,000		D		

Explanation of Responses:

- 1. 1-for-1 Common Units for Phantom Units granted under long-term incentive plan.
- 2. Units granted under long-term incentive plan. Vesting occurs (a) 25% as of the date in August 2006 on which a quarterly distribution is paid; (b) 25% as of the first day on or after the August distribution date for 2006 on which the annualized partnership distribution reaches \$2.50, (c) 25% as of the first day on or after the August distribution date for 2006 on which the annualized partnership distribution reaches \$2.70 and (d) 25% as of the first day on or after the August distribution date for 2006 on which the annualized partnership distribution reaches \$2.90 per common unit.
- 3. Strike price per unit equals \$22, less 80% of each per unit distribution from, after and including the distribution paid in August of 2001.
- 4. Options vest as of the date in August 2006 on which the distribution for the second quarter is declared. The options represent 25% of a total grant of 8,000 options, the remainder of which vest after (a) the passage of time (earliest August 2006) and (b) satisfaction of certain distribution thresholds (equal increments at an annualized distribution rate of \$2.30, \$2.50 and \$2.70).
- 5. Date of Reporting Person's termination of employment with the Issuer or it affiliates

6. N/A

Remarks:

James B. Fryfogle 07/16/2004

** 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 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.