

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL

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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>Swanson Al</u> (Last) (First) (Middle) 333 CLAY ST., # 1600 (Street) HOUSTON TX 77002 (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 05/20/2004	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) Vice President & Treasurer	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
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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	7,860	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-Long term incentive plan	(1)	(2)	Common Units	7,500	(3)	D
Phantom units	11/10/2004	(2)	Common Units	1,109	(3)	D
Performance Options	(4)	06/07/2011	Common Units	15,000	(5)	D

Explanation of Responses:

1. Phantom units vest based on reaching annualized distribution thresholds (50% at \$2.30 and 50% at \$2.50)
2. Date of Reporting Person's termination of employment with the Issuer or it affiliates.
3. One common unit is deliverable, upon vesting, for each phantom unit that vests.
4. Options vest in four equal installments upon reaching annualized distribution levels of \$2.10, \$2.30, \$2.50 and \$2.70. The first vesting occurred on 4/8/02
5. Strike price for each unit equals \$22 less 80% of each per unit distribution after, and including the distribution on, August 14, 2001

Remarks:
Al Swanson
06/01/2004

** 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.