

OMB APPROVAL	
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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>ALLEN PAUL G</u> (Last) (First) (Middle) 505 FIFTH AVENUE S., SUITE 900 (Street) SEATTLE WA 98104 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>PLAINS ALL AMERICAN PIPELINE LP [PAA]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 03/23/2007	
	4. 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 Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number 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 Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Performance Program	(1)(2)	03/23/2007		S		1		03/23/2007	(3)	Common Units	12,390,120 ⁽¹⁾	(2)	1	I	See footnote. ⁽⁴⁾
Carry Interest	(5)	03/23/2007		S		1		03/23/2007	(6)	Common Units	1,995,954 ⁽⁷⁾	\$300,000 ⁽⁸⁾	1	I	See footnote. ⁽⁴⁾

Explanation of Responses:

- The Reporting Person owns 14,386,074 Common Units of the Issuer, of which 12,390,120 are owned directly by Vulcan Energy Corporation ("Vulcan Energy"), which is controlled by the Reporting Person.
- Vulcan Inc. ("Vulcan"), which is wholly-owned by the Reporting Person, adopted an incentive plan pursuant to which one of its investment managers has a right to receive from Vulcan a fee based on the performance of certain assets of the Reporting Person, including the Reporting Person's interests in the Issuer's Common Units that are owned by Vulcan Energy.
- October 31, 2016, although this date may be earlier or later under certain circumstances pursuant to the terms of the Agreement.
- The Reporting Person disclaims beneficial ownership of the reported securities, except to the extent of his pecuniary interest therein.
- Vulcan entered into a letter agreement with the investment manager referenced in footnote 2 pursuant to which such investment manager is entitled to receive interests in an investment fund that will have an indirect interest in 1,995,954 of the Issuer's Common Units that are owned directly by a limited liability company that is indirectly controlled by the Reporting Person.
- December 31, 2013, although this date may be earlier or later under certain circumstances pursuant to the terms of the Agreement.
- The Reporting Person owns 14,386,074 Common Units of the Issuer, of which 1,995,954 are owned directly by a limited liability company that is indirectly controlled by the Reporting Person.
- The investment fund in which interests are receivable as consideration for such payment will have an indirect interest in 1,995,954 of the Issuer's Common Units, among other assets.

Remarks:

Gregory P. Landis as Attorney-in-Fact for Paul Allen 03/26/2007

** 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.

POWER OF ATTORNEY

The undersigned does hereby constitute and appoint each of Jo Allen Patton, W. Lance Conn, Gregory P. Landis, Nathaniel T. Brown and Allen D. Israel, each with full power of substitution and resubstitution and full power to act alone and without the other, as the true and lawful attorney of the undersigned, and authorizes and designates each such person to execute, acknowledge, deliver and file, on behalf of the undersigned, any and all filings and any amendments thereto made by or on behalf of the undersigned in respect of securities held by the rules and regulations thereunder (including but not limited to Form 144 filings) and the Securities Exchange Act of 1934 and the rules and regulations thereunder (including but not limited to Forms 3, 4 and 5 and Schedules 13D and 13G). The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming any of the undersigned's responsibilities to comply with the Securities Act of 1933, Securities Exchange Act of 1934, and the rules and regulations promulgated thereunder.

This Power of Attorney shall be deemed to revoke (1) the Power of Attorney filed with the Scheduled 13G filed by Vulcan Ventures Incorporated and Paul G. Allen with the Securities and Exchange Commission on August 30, 1999 with respect to securities of DreamWorks Animation SKG, Inc. This Power of Attorney shall remain in full force and effect until withdrawn by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this ____ day of March, 2005.

/s/ Paul G. Allen

Paul G. Allen