

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

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>Nerbonne Daniel J</u>			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 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>EVP - Operations &amp; Engineering</u>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>11/15/2016</u>			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		
333 CLAY ST., STE. 1600			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street) <u>HOUSTON TX 77002</u>								
(City) (State) (Zip)								

**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)	
						Date Exercisable	Expiration Date						Title
Class B Units in Plains AAP, L.P.	\$0	11/15/2016		j(1)(2)	56,328	(2)	(3)	Common Units	53,023	\$0	56,328	D	
Class B Shares/Class A Units/GP Units	\$0	11/15/2016		j(4)(5)	4,913	(5)	(3)	Common Units	4,913	\$0	4,913(4)(5)	I	See footnote (4)(5)

**Explanation of Responses:**

- Pursuant to the limited partnership agreement of Plains AAP, L.P. ("AAP"), after December 31, 2015, a holder of vested Class B Units of AAP (the "Class B Units") may convert, from time to time, such Class B Units into an equal number of Class A Units of AAP (the "Class A Units") and Class B shares (the "Class B shares") of Plains GP Holdings, L.P. ("PAGP"), at a conversion ratio of approximately 0.941 Class A Units and Class B shares for each Class B Unit.
- The limited partnership agreement of AAP was amended and restated on November 15, 2016 to provide that, among other things, each limited partner of AAP holding Class A Units, including the Reporting Person following conversion, will have the right, subject to certain limitations, to redeem its Class A Units for common units ("Common Units") of Plains All American Pipeline, L.P. (the "Issuer") on a one-for-one basis, by delivering such Class A Units to Plains AAP along with the associated Class B Shares and GP Units (the "GP Units") in PAA GP Holdings LLC (if applicable), to PAGP (the "Redemption Right"). Pursuant to the limited partnership agreement of AAP, prior to November 15, 2017, the Reporting Person may not exercise his Redemption Right if such exercise would result in the redemption (taken together with any previous redemptions by the Reporting Person) of more than 78% of the Class A Units held by the Reporting Person as of November 15, 2016.
- Pursuant to the limited partnership agreement of AAP, the Redemption Right does not expire.
- PAA Management, L.P. ("PAA Management") is also a limited partner of AAP and may from time to time exercise the Redemption Right with respect to its Class A Units. The Reporting Person is a member of PAA Management LLC, the general partner of PAA Management, and a limited partner of PAA Management. Therefore he may be deemed to be a beneficial owner of the interests held by PAA Management. The Reporting Person disclaims beneficial ownership of the securities held by PAA Management, except to the extent of his pecuniary interest therein.
- Pursuant to the limited partnership agreement of AAP, prior to November 15, 2017, PAA Management may not exercise its Redemption Right with respect to Class A Units attributable to the interest of the Reporting Person if such exercise would result in the redemption (taken together with any previous redemptions attributable to the interest of the Reporting Person) of more than 78% of the Class A Units attributable to the Reporting Person through PAA Management as of November 15, 2016.

**Remarks:**

/s/ Daniel J. Nerbonne 11/17/2016  
\*\* 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.