FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

(Street) SEATTLE WA 98104 Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned (Month/Day/Year) (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned (Month/Day/Year) (Month/Day/Year) (Code V Amount (A) or Price Transaction (Month/Day) (Instr. 3)	1. Name and ALLEN	PI	2. Issuer Name and Ticker or Trading Symbol PLAINS ALL AMERICAN PIPELINE LP PAA									5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director X 10% Owner							
(Street) SEATTLE WA 98104 (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) (Month/Day/Year) (Month/Day/Year) (Code V Amount (A) or (D) Price Transaction (Instr. 3 and 4) Reported (Province Province						` ' '													
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Date (Month/Day/Year) Derivative (Month/Day/Ye	Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned																		
Common Units 08/17/2011 S 7,500,000 D \$59.3 4,890,120(1)(2) I Throug Corpor Common Units Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) 1. Title of Derivative Securities Conversion or Exercise Price of Derivative Price of Derivative Price of Derivative Securities (Month/Day/Year) S Acquired Acqu	1. Title of S	Security (Inst	Date	ar) Ex	Execution Date, if any		Transaction Code (Instr.		Disposed Of (D) (Instr. 3, 4 and			Securities Beneficially Owned Following		Form: Direct (D) or Indirect		7. Nature of Indirect Beneficial Ownership (Instr. 4)			
Common Units Common Units S								V	Amo	ount	(A) or (D)	Price	Transaction(s)						
Common Units 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 Securities (Month/Day/Year) 3. Transaction Date (Month/Day/Year) 3. Transaction Date (Month/Day/Year) 4. Transaction Code (Instr. 8) 5. Number of Expiration Date (Month/Day/Year) 6. Date Exercisable and Expiration Date (Month/Day/Year) 7. Title and Amount of Securities Securities Securities Underlying Derivative Security (Instr. 5) 8. Price of Derivative Securities Securities Direct (D) Ownership Form: Derivative Security (Instr. 5) 9. Number of derivative Securities Securities Direct (D) Ownership Form: Derivative Security (Instr. 5) 1. Title of Derivative Securities Securities Securities Securities Securities Securities Securities Security (Instr. 5) 9. Number of derivative Securities Secu	Common Units			08/17/2011	L			s		7,5	00,000	D	\$59.3	4,890,120(1)(2)		I		Through Corporation ⁽¹⁾⁽²⁾	
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 (Instr. 3) 3. Transaction Date (Month/Day/Year) 3. Transaction Date (Month/Day/Year) 4. Transaction of Exercise (Month/Day/Year) 5. Number of Expiration Date (Month/Day/Year) 6. Date Exercisable and Expiration Date (Month/Day/Year) 7. Title and Amount of Securities Securities 8. Price of Derivative Securities 9. Number of derivative Securities 9. Number of Derivative Securities 9. Number of Derivative Securities 10. Ownership Form: Date (Month/Day/Year) 10. Ownership Owned 11. Title of Derivative Securities 12. Ownership Owned 13. Transaction Date (Month/Day/Year) 14. Transaction Date (Month/Day/Year) 15. Number of Derivative Securities 16. Date Exercisable and Expiration Date (Month/Day/Year) 17. Title and Amount of Securities 18. Price of Derivative Securities 19. Number of Derivative Securities 10. Ownership Ownershi	Common	Units												3,706,044	(1)(2)	I	- 1		otes ⁽¹⁾⁽²⁾
(e.g., puts, calls, warrants, options, convertible securities) 1. Title of Derivative Security (Instr. 3) Price of Derivative Or Derivative O	Common Units													197,215(1)(2)				See Footnotes ⁽¹⁾⁽²⁾	
Derivative Conversion or Exercise (Instr. 3) Price of Derivative D																			
Disposed of (D) (Instr. 3, 4 and 5) Date Expiration of	Derivative Security	erivative Conversion Date (Month/Day/Year) if (North/Day/Year) Conversion Date (Month/Day/Year) Conversion Date Conversion Con		Execution Date, if any	ecution Date, Transa ny Code (l		nsaction of Derivati Securiti Acquire (A) or Dispose of (D) (Instr. 3,		Expirati (Month/		on Date Day/Year)		unt of urities erlying vative urity (Instr. 4) Amoun or Numbe	Derivative Security (Instr. 5)	deriv Secu Bend Own Follo Repo	derivative Securities Beneficially Owned Following Reported Transaction(s)		n: ct (D) direct	11. Nature of Indirect Beneficial Ownership (Instr. 4)

Explanation of Responses:

1. The Reporting Person owns 8,793,379 Common Units of the Issuer, of which: (i) 3,706,044 are owned directly by a limited liability company that is indirectly controlled by the Reporting Person; (ii) 4,890,120 are owned directly by a corporation that is controlled by the Reporting Person; and (iii) 197,215 are owned directly by another limited liability company that is indirectly controlled by the Reporting

2. The Reporting Person disclaims beneficial ownership of the reported securities, except to the extent of his pecuniary interest therein.

Remarks:

/s/ William L. McGrath,

Attorney-in-fact for Paul G. 08/18/2011

Allen

** 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.