SEC Form 4

FORM 4

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

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* **Plains Resources Inc.**	2. Issuer Name and Ticker or Trading Symbol **Plains All American Pipeline, L.P. PAA**	4. Statement for Month/Day/Year **11/10/2002**	6. Relationship of Reporting Person(s) to Issuer (Check all applicable)
(Last) (First) (Middle) **500 Dallas Street, Suite 700** (Street) **Houston, TX 77002** (City) (State) (Zip)	3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary) **132898764**	5. If Amendment, Date of Original (Month/Day/Year)	_ Director X 10% Owner _ Officer (give title below) _ Other (specify below) Description 7. Individual or Joint/Group Filing (Check Applicable Line) X 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/D	Price			
Subordinated Units (FN1)	**11/10/2002**		**J (FN2)**		**1,109**	**D**	**(FN2)**		**I**	**(FN3)**

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(DE) and Expiration Date(ED) (Month/Day/Year)		7. Title and Amount of Underlying Securities (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 of Derivative Securities: Direct (D) or Indirect (I) (Instr.4)	11. Nature of Indirect Beneficial Ownership (Instr.4)
				Code	V	A	D	DE	ED	Title	Amount or Number of Shares				
Phantom awards (obligation to transfer) (FN2)	**(FN2)**	**11/10/2002**		**J (FN2)**			**1,109**	**(FN2)**	**(FN2)**	**Subordinated Units (FN1)**	**1,109**	**(FN2)**	**-0-**		

Explanation of Responses:

(FN1) Subordinated units ("Subordinated Units") of PAA
(FN2) On June 8, 2001, Plains Resources Inc. ("PLX") granted phantom awards covering Subordinated Units held by PLX to certain officers of PAA. These phantom awards vest over time and on certain dates. The 1,109 Subordinated Units vested with respect to one officer of PAA on November 10, 2002.
(FN3) The Subordinated Units are held directly by Plains holdings LLC (fka PAAI LLC), which is a wholly-owned subsidiary of Plains Holdings Inc. (fka Plains All American Inc.), which is a wholly-owned subsidiary of PLX.

By:
/s/ Timothy T. Stephens, Executive Vice President-Administration, Secretary and General Counsel
November 21, 2002

** Signature of Reporting Person   Date

SEC 1474 (9-02)

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.
Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.