

**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

<b>1. Name and Address of Reporting Person*</b> <u>Swanson Al</u> <hr/> (Last) (First) (Middle) 333 CLAY ST., # 1600 <hr/> (Street) HOUSTON TX 77002 <hr/> (City) (State) (Zip)	<b>2. Date of Event Requiring Statement (Month/Day/Year)</b> 08/16/2007	<b>3. Issuer Name and Ticker or Trading Symbol</b> PLAINS ALL AMERICAN PIPELINE LP [ PAA ]	
		<b>4. Relationship of Reporting Person(s) to Issuer (Check all applicable)</b> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) Vice President & Treasurer	<b>5. If Amendment, Date of Original Filed (Month/Day/Year)</b> <hr/> <b>6. Individual or Joint/Group Filing (Check Applicable Line)</b> <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person

**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)
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**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	Title	Amount or Number of Shares			
Phantom Units <sup>(1)</sup>	(3)	(6)	Common Units	24,000	(8)	D	
Phantom Units <sup>(1)</sup>	(4)	(6)	Common Units	15,000	(8)	D	
Phantom Units <sup>(2)</sup>	(5)	(7)	Common Units	33,000	(8)	D	

**Explanation of Responses:**

- Grant of phantom units under 2005 Long-Term Incentive Plan (includes associated distribution equivalent rights (payable in cash)).
- Grant of phantom units under 1998 Long-Term Incentive Plan (includes associated distribution equivalent rights (payable in cash)).
- Phantom units vest in equal 1/2 increments on May 2009 and May 2010 distribution dates.
- Phantom units vest in equal 1/3 increments on May 2008, May 2009 and May 2010 distribution dates.
- Phantom units vest in equal 1/3 increments upon achievement of annualized distributions of \$3.50, \$4.00 and \$3.75 and continued employment through May 2011, May 2011 and May 2012, respectively.
- Upon termination of employment, other than because of death, disability or retirement.
- Any phantom units that have not vested as of the May 2014 distribution date will be forfeited.
- 1-for-1 Common Units for Phantom Units granted under long-term incentive plan.

**Remarks:**

/s/ Al Swanson 08/21/2007  
 \*\* 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 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.