

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

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

1. Name and Address of Reporting Person* <u>ALLEN PAUL G</u> (Last) (First) (Middle) <u>505 FIFTH AVENUE S.</u> <u>SUITE 900</u> (Street) <u>SEATTLE WA 98104</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>PLAINS ALL AMERICAN PIPELINE LP</u> [PAA]	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) <u>02/24/2005</u>	
		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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			
Class B Common Units	02/24/2005	02/24/2005	C		1,307,190 ⁽¹⁾	D	(2)	0	I	Through Corporation ⁽³⁾
Common Units	02/24/2005	02/24/2005	C		1,307,190 ⁽¹⁾	A	(2)	13,688,400	I	Through Corporation ⁽³⁾
Common Units	02/25/2005	02/25/2005	S		575,000	D	\$38.08	13,113,400	I	Through Corporation ⁽³⁾
Common Units	02/25/2005	02/25/2005	P		575,000	A	\$38.13	13,688,400 ⁽⁴⁾	I	Through Corporation ⁽³⁾

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					

Explanation of Responses:

- Number of Class B Common Units converted into Common Units pursuant to the Reporting Person's conversion right under the Limited Partnership Agreement, as amended, of the Issuer.
- Class B Common Units convert into Common Units on a 1:1 basis.
- The Reporting Person disclaims beneficial ownership of the reported securities, except to the extent of his pecuniary interest therein.
- Of these Common Units, Vulcan Energy Corporation ("Vulcan Energy"), which is controlled by the Reporting Person, owns 12,390,120 Common Units of the Issuer. On February 25, 2005, Vulcan Inc., which is wholly-owned by the Reporting Person, adopted a benefits plan pursuant to which David Capobianco and certain other investment managers were granted a right to receive a performance-based fee based on the performance of Vulcan Energy's holdings, including the Common Units.

W. Lance Conn as Attorney-in-Fact for Paul G. Allen 02/26/2005

** 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.

Joint Filer Information

Name: Vulcan Energy Corporation

Address: 505 Fifth Avenue S., Suite 900, Seattle, WA 98104

Designated Filer: Paul G. Allen

Issuer & Ticker Symbol: Plains All American Pipeline LP [PAA]

Date of Event Requiring Statement: 02/24/2005

Signature: Vulcan Energy Corporation

By: /s/ David Capobianco

Name: David Capobianco

Title: Vice President