

OMB APPROVAL	
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**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

1. Name and Address of Reporting Person* <u>Goebel Jeremy L.</u>  (Last) (First) (Middle) 333 CLAY STREET SUITE 1600  (Street) HOUSTON TX 77002  (City) (State) (Zip)	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)  EVP & CCO
	3. Date of Earliest Transaction (Month/Day/Year) 08/17/2023	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	

**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)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Phantom Units <sup>(1)</sup>	(2)	08/17/2023		A		131,650		(3)(4)(5)	(3)(4)(5)	Common Units	131,650	\$0	131,650	D	

**Explanation of Responses:**

- Grant of Phantom Units under Long-Term Incentive Plan (includes distribution equivalent rights payable in cash).
- One common unit is deliverable, upon vesting, for each Phantom Unit that vests.
- These phantom units will vest as follows: (a) Tranche 1, consisting of 65,825 phantom units, will vest on the August 2026 distribution date assuming continued service through such date; (b) Tranche 2, consisting of 32,912 phantom units (assuming 100% payout at target), will potentially vest on the August 2026 distribution date at a scaled payout range of between 0% to 200% based on PAA's total shareholder return (TSR) over the three-year period ending June 30, 2026 compared to the TSR of a selected peer group (payout based on numeric rank with 100% earned at median and interpolation between ranks, and with payout being subject to reduction by up to 25 basis points, but not below 100%, if actual TSR is negative); and
- (c) Tranche 3, consisting of 32,913 phantom units (assuming 100% payout at target), will potentially vest on the August 2026 distribution date at a scaled payout range of between 0% and 200% based on PAA achieving cumulative distributable cash flow (DCF) per common unit equivalent (CUE) of \$7.45 over the three-year period ending June 30, 2026 (with payout equaling 100% at cumulative DCF/CUE over such period of \$7.45 and being equal to 0% for cumulative DCF/CUE over such period of \$6.705 or lower and 200% for cumulative DCF/CUE over such period of \$8.38125 or higher, with interpolation between such points, and with payout being subject to reduction by 25 basis points if PAA's leverage ratio (long term debt/adjusted EBITDA) as of June 30, 2026 is greater than the leverage ratio that equals the upper end of our then applicable guidance range (e.g., 3.5x is the upper end of PAA's current public guidance range of 3.0x to 3.5x)).
- DERs associated with Tranche 1 will accrue for the first year and be paid in cash in a lump sum on the August 2024 distribution date; beginning in November 2024, DERs associated with Tranche 1 will be paid quarterly until the phantom units vest or terminate. DERs associated with Tranches 2 and 3 will accrue during the three-year vesting period and be paid in cash in a lump sum on the August 2026 distribution date with respect to each phantom unit that vests, if any, on such date. Any Tranche 2 or Tranche 3 phantom units that are determined to not have vested as of the August 2026 distribution date shall expire as of such date.

/s/ Ann F. Gullion, as attorney-in-fact for Jeremy L. Goebel 08/21/2023

\*\* 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.