

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

OMB APPROVAL	
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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>McGee Richard K.</u>  (Last) (First) (Middle) 333 CLAY STREET, SUITE 1600  (Street) HOUSTON TX  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>PLAINS GP HOLDINGS LP [ PAGP ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director 10% Owner Officer (give title below) Other (specify below)  <b>EVP, General Counsel &amp; Sec.</b>
	3. Date of Earliest Transaction (Month/Day/Year) 01/14/2020	
	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	Amount or Number of Shares				
Class B Units	\$0	01/14/2020		M <sup>(1)</sup>			195,755	(1)	(1)	Class A Units/Class B Shares	184,269	\$0	244,694	D	
Class A Units/Class B Shares	\$0	01/14/2020		M <sup>(1)</sup>		184,269		(2)	(2)	Class A Shares	184,269	\$0	184,269	D	

**Explanation of Responses:**

- Pursuant to the limited partnership agreement of Plains AAP, L.P. ("AAP"), a holder of vested Class B Units of AAP (the "Class B Units") may convert (the "Conversion Right"), at any time and from time to time, such Class B Units into an equal number of Class A Units of AAP (the "Class A Units") and Class B Shares (the "Class B Shares") of Plains GP Holdings, L.P. ("PAGP"), at a conversion ratio of approximately 0.941 Class A Units and Class B Shares for each Class B Unit. The Conversion Right does not expire. On January 14, 2020, the Reporting Person exercised his right to convert 195,755 vested Class B Units into 184,269 Class A Units and Class B Shares.
- Pursuant to the limited partnership agreement of AAP, Reporting Person has the right, at any time and from time to time, to exchange (the "Exchange Right") his Class A Units, together with a like number of Class B Shares, for Class A Shares of PAGP on a one-for-one basis. The Reporting Person has not yet exercised the Exchange Right; the Exchange Right does not expire.

**Remarks:**

/s/ Richard K. McGee 01/16/2020  
 \*\* 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.