

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 | |
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|---|--|---|
| 1. Name and Address of Reporting Person* <u>PAA GP Holdings LLC</u> (Last) (First) (Middle) <u>333 CLAY STREET, STE. 1600</u> (Street) <u>HOUSTON TX 77002</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) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below) |
| | 3. Date of Earliest Transaction (Month/Day/Year) <u>12/28/2016</u> | |

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 | | | |
| Common Units (Limited Partner Interests) | 12/28/2016 | | A ⁽¹⁾⁽²⁾ | | 168,063 | A | (2) | 244,875,989 | I | By Plains AAP, L.P. ⁽⁴⁾ |
| Common Units (Limited Partner Interests) | 12/29/2016 | | A ⁽¹⁾⁽³⁾ | | 124,800 | A | (3) | 245,000,789 | I | By Plains AAP, L.P. ⁽⁴⁾ |

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 | | | | | |

1. Name and Address of Reporting Person*
PAA GP Holdings LLC
 (Last) (First) (Middle)
333 CLAY STREET, STE. 1600
 (Street)
HOUSTON TX 77002
 (City) (State) (Zip)

1. Name and Address of Reporting Person*
Plains AAP, L.P.
 (Last) (First) (Middle)
333 CLAY STREET, SUITE 1600
 (Street)
HOUSTON TX 77002
 (City) (State) (Zip)

1. Name and Address of Reporting Person*

Plains All American GP LLC

(Last) (First) (Middle)
333 CLAY STREET, SUITE 1600

(Street)
HOUSTON TX 77002

(City) (State) (Zip)

1. Name and Address of Reporting Person*
PLAINS GP HOLDINGS LP

(Last) (First) (Middle)
333 CLAY ST., SUITE 1600

(Street)
HOUSTON TX 77002

(City) (State) (Zip)

Explanation of Responses:

1. Pursuant to that certain Omnibus Agreement (the "Omnibus Agreement") dated November 15, 2016, by and among PAA GP Holdings LLC ("PAGP GP"), Plains GP Holdings, L.P. ("PAGP"), Plains All American GP LLC ("GP LLC"), Plains AAP, L.P. ("AAP"), PAA GP LLC and the Issuer, PAGP has agreed to use the net proceeds from any public or private offering and sale of PAGP's Class A shares to purchase from AAP a number of AAP Class A units equal to the number of Class A shares sold in such offering at a price equal to the net proceeds from such offering. The Omnibus Agreement also provides that immediately following such purchase and sale, AAP will use the net proceeds it receives from such sale of AAP Class A units to PAGP to purchase from PAA an equivalent number of common units representing limited partner interests of PAA ("Common Units").
2. On December 28, 2016, PAGP sold an aggregate 168,063 Class A shares and used the net proceeds therefrom (\$5,857,320.94) to purchase an equivalent number of Class A units of AAP. AAP used such net proceeds to purchase an equivalent number of Common Units from PAA.
3. On December 29, 2016, PAGP sold an aggregate 124,800 Class A shares and used the net proceeds therefrom (\$4,272,457.63) to purchase an equivalent number of Class A units of AAP. AAP used such net proceeds to purchase an equivalent number of Common Units from PAA.
4. PAA GP Holdings LLC ("PAGP GP") is the general partner of Plains GP Holdings, L.P. ("PAGP"), which is the managing member of Plains All American GP LLC ("GP LLC"), which is the general partner of AAP. Each of PAGP GP, PAGP and GP LLC may be deemed to indirectly beneficially own the Common Units directly held by AAP, but disclaim beneficial ownership of such Common Units except to the extent of their respective pecuniary interests therein.

Remarks:

This amendment is filed to reflect that the reporting persons are directors in addition to 10% owners and to modify the transaction code for the transactions reported herein from "P" to "A".

/s/ Ann F. Gullion, Assistant 01/04/2017
Secretary

** 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.