

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

1. Name and Address of Reporting Person* <u>McKay T Geoff</u> (Last) (First) (Middle) <u>505 FIFTH AVENUE S</u> <u>SUITE 900</u> (Street) <u>SEATTLE</u> <u>WA</u> <u>98104</u> (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) <u>02/18/2010</u>	3. Issuer Name and Ticker or Trading Symbol <u>PLAINS ALL AMERICAN PIPELINE LP [PAA]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) ☒ Director Officer (give title below) 10% Owner Other (specify below)	5. If Amendment, Date of Original Filed (Month/Day/Year)
			6. Individual or Joint/Group Filing (Check Applicable Line) ☒ 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)
Common Units	16,293,379 ⁽¹⁾	I	Through corporation and by managed LLCs ⁽²⁾

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			

Explanation of Responses:

1. 3,706,044 Common Units of the Issuer are owned by Vulcan Capital Private Equity I LLC ("Vulcan Capital"). 12,390,120 Common Units of the Issuer are owned by Vulcan Energy Corporation ("Vulcan Energy"). 197,215 Common Units of the Issuer are owned by Vulcan Capital Private Equity II LLC ("Vulcan Capital II"). The Reporting Person may receive performance-based compensation based on the performance of the holdings of Vulcan Energy, Vulcan Capital and Vulcan Capital II, including the Common Units held by these entities. As a result, the Reporting Person may be deemed to have a pecuniary interest in the Common Units held by Vulcan Energy, Vulcan Capital and Vulcan Capital II.

2. The Reporting Person disclaims beneficial ownership of the reported securities, except to the extent of his pecuniary interest therein, if any.

Remarks:

/s/ T. Geoff McKay02/18/2010

** Signature of Reporting PersonDate

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.