

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

<b>OMB APPROVAL</b>	
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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

<b>1. Name and Address of Reporting Person*</b> <u>vonBerg John</u> <hr/> (Last) (First) (Middle) <u>333 CLAY STREET, # 1600</u> <hr/> (Street) <u>HOUSTON TX 77002</u> <hr/> (City) (State) (Zip)	<b>2. Issuer Name and Ticker or Trading Symbol</b> <u>PLAINS GP HOLDINGS LP [ PAGP ]</u> <hr/> <b>3. Date of Earliest Transaction (Month/Day/Year)</b> <u>10/21/2013</u> <hr/> <b>4. If Amendment, Date of Original Filed (Month/Day/Year)</b>	<b>5. Relationship of Reporting Person(s) to Issuer</b> (Check all applicable) Director <span style="float: right;">10% Owner</span> <input checked="" type="checkbox"/> Officer (give title below) <span style="float: right;">Other (specify below)</span> <u>Sr. VP - Commercial Activities</u> <hr/> <b>6. Individual or Joint/Group Filing (Check Applicable Line)</b> <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person
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**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 Shares representing limited partner interests	10/21/2013		A <sup>(1)(2)(3)</sup>		917,262	A	\$0	917,262 <sup>(4)</sup>	I	See footnotes <sup>(1)(2)(3)</sup>
Units in PAA GP Holdings LLC	10/21/2013		A <sup>(1)(2)(3)</sup>		917,262	A	\$0	917,262 <sup>(4)</sup>	I	See footnotes <sup>(1)(2)(3)</sup>

**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 A Units in Plains AAP, L.P.	\$0	10/21/2013		J <sup>(5)</sup>		917,262		(1)(2)(3)	(1)(2)(3)	Class A Shares	917,262	\$0	917,262 <sup>(4)</sup>	I	See footnotes <sup>(1)(2)(3)</sup>
Class B Units in Plains AAP, L.P.	\$0	10/21/2013		J <sup>(6)</sup>		3,649,027		(6)	(6)	Class A Shares	3,298,503 <sup>(6)</sup>	\$0	3,649,027	D	

**Explanation of Responses:**

- As of the date of this Form 4, the Reporting Person holds an indirect ownership interest in Plains GP Holdings, L.P. (the "Issuer") through his ownership in PAA Management, L.P. ("PAA Management"). Pursuant to the Contribution Agreement dated October 21, 2013 by and among the Issuer, PAA GP Holdings LLC and the other parties signatory thereto entered into in connection with the closing of the initial public offering of the Issuer (the "Offering"), PAA Management received 21,835,922 Class B shares of the Issuer (the "Class B shares") in exchange for certain contributions to the Issuer and the general partner of the Issuer.
- In addition, the limited partnership agreement of Plains AAP, L.P. ("AAP") was amended and restated to provide that each limited partner of AAP, including PAA Management, will have the right, at any time and from time to time, to immediately exchange (the "Exchange Right") its Class A Units in AAP (the "AAP Units"), together with a like number of Class B shares and units of the Issuer's general partner (the "GP Units"), for Class A shares of the Issuer (the "Class A shares") on a one-for-one basis. The Exchange Right does not expire and may be settled in cash at the option of the Issuer. As such, the Reporting Person may not be deemed to beneficially own the Class A shares reported herein. The number of Class A shares included in the table above represents the number of Class B shares owned by PAA Management that are exchangeable for an equivalent number of Class A shares.
- The Reporting Person is a member of PAA Management LLC, the general partner of PAA Management, and therefore may be deemed to be a beneficial owner of the interests held by PAA Management.
- The Reporting Person disclaims beneficial ownership of the securities held by PAA Management, except to the extent of his pecuniary interest therein.
- The Reporting Person may have been deemed to beneficially own the AAP Units prior to the consummation of the Offering. The AAP Units, collectively with the Class B Shares and the GP Units, constitute the derivative acquired as described herein.
- The Reporting Person owned the Class B Units in Plains AAP, L.P. (the "Class B Units") prior to the consummation of the Offering. After December 31, 2015, the Reporting Person has the right (which does not expire) to exchange his vested Class B Units for a number of Class A Units and Class B Shares equal to the number of Class B Units exchanged times a conversion factor, which, as of the date hereof, was 0.9.

**Remarks:**

/s/ John vonBerg

10/22/2013

\*\* 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.