

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

| OMB APPROVAL                                 |           |
|--|-----------|
| OMB Number:                                  | 3235-0287 |
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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*<br><u>Oxy Holding Co (Pipeline), Inc.</u><br><br>(Last) (First) (Middle)<br>5 GREENWAY PLAZA<br>SUITE 110<br><br>(Street)<br>HOUSTON TX 77046<br><br>(City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol<br><u>PLAIN ALL AMERICAN PIPELINE LP [ PAA ]</u> | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable)<br>Director 10% Owner<br>Officer (give title below) <input checked="" type="checkbox"/> Other (specify below)<br><br>See remarks |
|  | 3. Date of Earliest Transaction (Month/Day/Year)<br>09/23/2019                               |  |
|  |  | 6. Individual or Joint/Group Filing (Check Applicable Line)<br>Form filed by One Reporting Person<br><input checked="" type="checkbox"/> Form filed by More than One Reporting Person                    |

**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 <sup>(1)(2)</sup>  | 09/23/2019                           |  | S                              |   | 14,977,890  | D          | \$21.25 | 0   | D  |   |

**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 |  |  |   |  |
| See footnotes <sup>(1)(2)</sup>            | (1)  | 09/23/2019                           |  | C <sup>(2)</sup>               |   |  | 29,977,890 | (1)  | (1)             | Common Units  | 29,977,890                 | (2)  | 0  | D   |  |

1. Name and Address of Reporting Person\*  
Oxy Holding Co (Pipeline), Inc.  
 (Last) (First) (Middle)  
 5 GREENWAY PLAZA  
 SUITE 110  
 (Street)  
 HOUSTON TX 77046  
 (City) (State) (Zip)

1. Name and Address of Reporting Person\*  
Occidental Transportation Holding Corp  
 (Last) (First) (Middle)  
 5 GREENWAY PLAZA  
 SUITE 110  
 (Street)  
 HOUSTON TX 77046  
 (City) (State) (Zip)

1. Name and Address of Reporting Person\*  
OXY USA INC  
 (Last) (First) (Middle)  
 5 GREENWAY PLAZA  
 SUITE 110  
 (Street)  
 HOUSTON TX 77046  
 (City) (State) (Zip)

1. Name and Address of Reporting Person\*

OCCIDENTAL PETROLEUM CORP /DE/

(Last) (First) (Middle)

5 GREENWAY PLAZA  
SUITE 110

(Street) HOUSTON TX 77046

(City) (State) (Zip)

**Explanation of Responses:**

- Pursuant to the limited partnership agreement of Plains AAP, L.P. (AAP), each limited partner of AAP, including Oxy Holding Company (Pipeline), Inc. (OHC), has the right, at any time and from time to time, to (i) cause its Class A units representing limited partner interests of AAP (AAP Class A Units), together with an equal number of Class B shares representing limited partner interests of PAGP (as defined below) (the Class B Shares) and units representing limited liability company interests of PAGP GP (as defined below) (the GP Units and, together with the AAP Class A Units and the Class B Shares, the Redemption Securities) to be redeemed for common units representing limited partner interests of the Issuer (the Common Units) on a one-for-one basis (the Redemption Right), or (ii) immediately exchange its Securities for Class A shares (the PAGP Class A Shares) of Plains GP Holdings, L.P. (PAGP) on a one-for-one basis or, at AAP's election, the cash value thereof (the Exchange Right).
- On September 23, 2019, (i) immediately prior to the closing of the Issuer's secondary offering pursuant to registration statement No. 333-214778, OHC exercised the Redemption Right with respect to the Redemption Securities in exchange for 14,977,890 Common Units of the Issuer and (ii) immediately prior to the closing of PAGP's secondary offering pursuant to registration statement No. 333-200596, OHC exercised the Exchange Right with respect to the Securities not redeemed pursuant to the Redemption Right in exchange for 15,000,000 PAGP Class A Shares. As a result, the Reporting Persons (as defined below) no longer own any Securities.

**Remarks:**

Oscar K. Brown is a director of the general partner (PAGP GP) of PAGP. PAGP GP manages the business and affairs of PAGP, and through its wholly owned subsidiary, Plains All American GP LLC, the business and affairs of AAP and the Issuer. Based on the relationship of Mr. Brown and the Reporting Persons (as defined below), the Reporting Persons may be deemed directors by deputization of the Issuer. OHC, Occidental Transportation Holding Corporation (OTHC) and Oxy USA Inc. (Oxy USA) are wholly owned subsidiaries of Occidental Petroleum Corporation (Occidental and, together with OHC, OTHC and Oxy USA, the Reporting Persons). The filing of this Statement shall not be construed as an admission that any Reporting Person is, for purposes of Section 13(d) of the Exchange Act, as amended, the beneficial owner of any security. As previously disclosed, effective upon the closing of the Issuer's secondary offerings, on September 23, 2019, Mr. Brown automatically ceased to be a member of the board of directors of the Issuer's general partner.

|   |                   |
|---|-------------------|
| <u>/s/ Nicole E. Clark, Vice<br/>President and Secretary of Oxy.<br/>Holding Company (Pipeline),<br/>Inc.</u>         | <u>09/25/2019</u> |
| <u>/s/ Nicole E. Clark, Vice<br/>President and Secretary of<br/>Occidental Transportation<br/>Holding Corporation</u> | <u>09/25/2019</u> |
| <u>/s/ Nicole E. Clark, Vice<br/>President and Secretary of Oxy.<br/>USA Inc.</u>                                     | <u>09/25/2019</u> |
| <u>/s/ Nicole E. Clark, Vice<br/>President and Corporate<br/>Secretary of Occidental<br/>Petroleum Corporation</u>    | <u>09/25/2019</u> |

\*\* 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.