

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>RAYMOND JOHN T</u> (Last) (First) (Middle) 811 MAIN, SUITE 4200 (Street) HOUSTON TX 77002 (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) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below) See Remarks
	3. Date of Earliest Transaction (Month/Day/Year) 10/21/2013	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	
		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input 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			

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 Shares representing limited partner interests ⁽²⁾	\$0	10/21/2013		A ⁽¹⁾		129,993,681		(2)	(2)	Class A Shares	129,993,681	\$0	129,993,681 ⁽¹⁾	I	See Footnotes ⁽¹⁾
Units in PAA GP Holdings LLC ⁽²⁾	\$0	10/21/2013		A ⁽¹⁾		129,993,681		(2)	(2)	Class A Shares	129,993,681	\$0	129,993,681 ⁽¹⁾	I	See Footnotes ⁽¹⁾
Class A Units in Plains AAP, L.P. ⁽²⁾	\$0	10/21/2013		J ⁽³⁾		129,993,681		(2)	(2)	Class A Shares	129,993,681	\$0	129,993,681 ⁽¹⁾	I	See Footnotes ⁽¹⁾

Explanation of Responses:

- As of the date of this Form 4, the Reporting Person indirectly owns the Class B shares representing limited partner interests in the Issuer (the "Class B Shares"), the Units in PAA GP Holdings LLC (the "GP Units") and the Class A Units in Plains AAP, L.P. (the "AAP Units") through his ownership in EMG Investment, LLC ("EMG") and Lynx Holdings I, LLC ("Lynx"). The Reporting Person is the sole member of EMG Admin GP, LLC, the general partner of EMG Admin, LP, which is the manager of EMG, and therefore he may be deemed to be the beneficial owner of the interests held by EMG. The Reporting Person disclaims beneficial ownership of the securities held by EMG except to the extent of his pecuniary interest therein, which interest is a significant pecuniary interest.
- The Class B Shares, GP Units and AAP Units are collectively exchangeable for Class A shares representing limited partner interests in the Issuer (the "Class A Shares"). In connection with the closing of the initial public offering of the Issuer (the "Offering"), the limited partnership agreement of Plains AAP, L.P. was amended and restated to provide that each limited partner of Plains AAP, L.P., including EMG and Lynx, will have the right, at any time and from time to time, to immediately exchange (the "Exchange Right") its AAP Units, together with a like number of Class B Shares and GP Units, for 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 Plains AAP, L.P. As such, the Reporting Person may not be deemed to beneficially own the Class A Shares for purposes of Section 13d.
- The Reporting Person may have been deemed to beneficially own the AAP Units prior to the consummation of the Offering.

/s/ John A. Kaercher

10/23/2013

** 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.