

**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	
OMB Number:	3235-0287
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1. Name and Address of Reporting Person* <u>SHACKOULS BOBBY S</u>  (Last) (First) (Middle) <u>333 CLAY STREET, SUITE 1600</u>  (Street) <u>HOUSTON TX 77002</u>  (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)
	3. Date of Earliest Transaction (Month/Day/Year) <u>01/02/2018</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

**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 A shares	01/02/2018		J <sup>(1)</sup>		4,506	A	\$21.95	4,506	D <sup>(2)</sup>	
Class A shares	01/02/2018		J <sup>(1)</sup>		4,506	A	\$21.95	4,506	I <sup>(2)</sup>	By Spouse
Class A shares								0	I	By GRAT
Class A shares								0	I	By Spouse's GRAT

**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)
						Date Exercisable	Expiration Date					

**Explanation of Responses:**

1. On January 2, 2018, the reporting person and his spouse each withdrew 4,506 Class A shares of PAGP from their respective grantor retained annuity trusts in exchange for the contribution of cash and bonds having equivalent value. The withdrawal of the Class A shares from the GRATs resulted in a decrease in the number of Class A shares beneficially owned indirectly through the GRATs, and a corresponding increase in the number of Class A shares beneficially owned directly and indirectly through spouse. The reporting person believes that the withdrawal of the Class A shares from the GRATs constitutes a change in form of beneficial ownership, which is exempt under Rule 16a-13 of the Exchange Act.

2. All Class A shares owned by the reporting person and his spouse, including the withdrawn Class A shares, were subsequently contributed to newly-created GRATs and are now beneficially owned indirectly as follows: 4,506 Class A shares are beneficially owned indirectly through the reporting person's 2018 GRAT, and 4,506 Class A shares are beneficially owned indirectly through the 2018 GRAT of the reporting person's spouse. The contributions of Class A shares to the 2018 GRATs are also exempt under Rule 16a-13 of the Exchange Act.

**Remarks:**

/s/ Bobby S. Shackouls                      02/01/2018

\*\* 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.