Instruction 1(b)

FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See

## **UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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		OF 40		

OMB APP	ROVAL
OMB Number	3235-029

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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	ONID AFFIROVAL									
	OMB Number:	3235-0287								
	Estimated average burden									
	hours per response:	0.5								

1. Name and Address of Reporting Person*  DUCKETT W DAVID  (Last) (First) (Middle)  888 3RD STREET S.W., # 1400					Issuer Name and Ticker or Trading Symbol PLAINS GP HOLDINGS LP [ PAGP ]  3. Date of Earliest Transaction (Month/Day/Year) 10/21/2013								Relationship of Reporting Person(s) to Issuer (Check all applicable)     Director 10% Owner     X Officer (give title Other (specify below)  Pres. of subsidiary-PMC ULC							
(Street) CALGA (City)	RY A	AO State)	T2P 5C	25		4. If Amendment, Date of Original Filed (Month/Day/Year)							)	6.	Individual or Joint/Group Filing (Check Applicable Line)     X Form filed by One Reporting Person     Form filed by More than One Reporting Person					
			Table I	_		_		ies /				-			y Owned					
1. Title of Security (Instr. 3) 2. Transaction Date (Month/Day/Y)						ar) E	2A. Deemed Execution Date, if any (Month/Day/Year)					4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially	Form: I (D) or I		Direct ndirect	. Nature of ndirect Beneficial Ownership (Instr.	
						(1			Code	v	Amount	(A (D	N) or D)	Price	Owned Followers February Comments February Comments February Comments February Comments February Comments February February Comments February Febru	(s)	ng (I) (Instr. 4)		4)	
Class B Shares representing limited partner interests 10/21/201					3	3		A <sup>(1)(2)(3)</sup>		1,332,1	.44	A	\$0	1,332,144 <sup>(4)</sup>			See footnotes <sup>(1)(2)(3)</sup>			
Units in PAA GP Holdings LLC 10/21/201					3			A <sup>(1)(2)(3)</sup>		1,332,1	.44	A	\$0	1,332,144(4)			I See footnotes 1, 2 & 3 <sup>(1)(2)(3)</sup>			
			Table				Securitie calls, wa		•	•	•	,		•	Owned					
1. Title of Derivative Security (Instr. 3)	vative Conversion Date Execution Date, Tr prity or Exercise (Month/Day/Year) if any Co			5. Number o Derivative Securities Acquired (A) or Disposed (D) (Instr. 3, and 5)		(A) ed of	6. Date Exercis Expiration Dat (Month/Day/Ye		e Securities Underlying		nderlying ecurity	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s		10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	Beneficial Ownership t (Instr. 4)				
					Code	v	(A)	(D)	Date Exercisal		Expiration Date	Title		ount or ober of res		(Instr. 4				
Class A Units in Plains AAP, L.P.	\$0	10/21/2013			J <sup>(5)</sup>		1,332,144		(1)(2)(3)		(1)(2)(3)	Class A Shares	1,3	332,144	\$0	1,332,	144 <sup>(4)</sup>	I	See footnotes <sup>(1)</sup> (2)(3)	
Class B Units in Plains	\$0	10/21/2013			J <sup>(6)</sup>		4,430,961		(1)(2)(3)		(1)(2)(3)	Class A Shares	4,00	05,325 <sup>(6)</sup>	\$0	4,430	),961	D		

## **Explanation of Responses:**

AAP, L.P.

- 1. 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
- 2. 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.
- 3. 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.
- 4. The Reporting Person disclaims beneficial ownership of the securities held by PAA Management, except to the extent of his pecuniary interest therein
- 5. 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.
- 6. 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 hte 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/ W. David Duckett

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.