

PLAINS GP HOLDINGS LP
Form 4
November 18, 2014

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
Oxy Holding Co (Pipeline), Inc.

2. Issuer Name and Ticker or Trading Symbol
PLAINS GP HOLDINGS LP
[PAGP]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction
(Month/Day/Year)

____ Director _____ 10% Owner
____ Officer (give title below) Other (specify below)

5 GREENWAY PLAZA, SUITE 110

11/14/2014

See remarks

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

HOUSTON, TX 77046

(City) (State) (Zip)

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| Class | | | Code | V | Amount | (D) | Price |
| A Shares (1) (2) | 11/14/2014 | | S | | 69,000,000 | D | \$ 24.4375 |
| | | | | | 0 | D | (1) (2) |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (9-02)

Explanation of Responses:

- * 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).

Pursuant to the limited partnership agreement of Plains AAP, L.P. ("AAP"), among other things, each limited partner of AAP, including Oxy Holding Company (Pipeline), Inc. ("OHC"), has the right, at any time and from time to time, to immediately exchange its Class A units representing limited partner interests of AAP ("AAP Class A Units"), together with a like number of Class B shares representing limited partner interests of the Issuer (the "Class B Shares") and units representing limited liability company interests of the Issuer's general partner (the "GP Units" and, together with the AAP Class A Units and the Class B Shares, the "Exchange Securities"), for Class A shares of the Issuer (the "Class A Shares") on a one-for-one basis or, at the election of AAP, the cash value thereof (the "Exchange Right"). The Exchange Right does not expire.
- (1) On November 14, 2014, immediately prior to the closing of the Issuer's secondary offering pursuant to registration statement No. 333-199903, OHC exercised the Exchange Right with respect to the Exchange Securities in exchange for 69,000,000 Class A Shares of the Issuer.
- (2) Represents the number of Exchange Securities remaining after OHC's exercise of the Exchange Right. 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.
- (3)

Remarks:

Vicky Sutil is a director of the general partner of the Issuer. Based on the relationship of Ms. Sutil and the Reporting Persons,

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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