

PLAINS ALL AMERICAN PIPELINE LP
 Form 3
 August 22, 2007

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL
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INITIAL STATEMENT OF 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 * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â Swanson Al | | (Month/Day/Year) | PLAINS ALL AMERICAN PIPELINE LP [PAA] | |
| (Last) | (First) | (Middle) | 08/16/2007 | |
| 333 CLAY ST., # 1600 | | | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| (Street) | | | (Check all applicable) | |
| HOUSTON,Â TXÂ 77002 | | | <input type="checkbox"/> Director | <input type="checkbox"/> 10% Owner |
| (City) | (State) | (Zip) | <input checked="" type="checkbox"/> Officer | <input type="checkbox"/> Other |
| | | | (give title below) | (specify below) |
| | | | Vice President & Treasurer | |
| | | | | 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 Beneficially Owned

| | | | |
|------------------------------------|--|---|--|
| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|------------------------------------|--|---|--|

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

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 control number.

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| | | | | | |
|---|---|--|--|--|--|
| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
| | Date Exercisable | Expiration Date | | | |
| | | Title | Amount or Number of Shares | | |

| | | | | | | | |
|------------------------------|------------------|------------------|--------------|--------|-------------------|---|---|
| Phantom Units ⁽¹⁾ | Â ⁽³⁾ | Â ⁽⁶⁾ | Common Units | 24,000 | \$ ⁽⁸⁾ | D | Â |
| Phantom Units ⁽¹⁾ | Â ⁽⁴⁾ | Â ⁽⁶⁾ | Common Units | 15,000 | \$ ⁽⁸⁾ | D | Â |
| Phantom Units ⁽²⁾ | Â ⁽⁵⁾ | Â ⁽⁷⁾ | Common Units | 33,000 | \$ ⁽⁸⁾ | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Swanson Al 333 CLAY ST., # 1600 HOUSTON, TX 77002 | Â | Â | Â Vice President & Treasurer | Â |

Signatures

/s/ Al Swanson 08/21/2007

 Signature of Date
Reporting Person

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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).
- (1) Grant of phantom units under 2005 Long-Term Incentive Plan (includes associated distribution equivalent rights (payable in cash)).
- (2) Grant of phantom units under 1998 Long-Term Incentive Plan (includes associated distribution equivalent rights (payable in cash)).
- (3) Phantom units vest in equal 1/2 increments on May 2009 and May 2010 distribution dates.
- (4) Phantom units vest in equal 1/3 increments on May 2008, May 2009 and May 2010 distribution dates.
- (5) Phantom units vest in equal 1/3 increments upon achievement of annualized distributions of \$3.50, \$4.00 and \$3.75 and continued employment through May 2011, May 2011 and May 2012, respectively.
- (6) Upon termination of employment, other than because of death, disability or retirement.
- (7) Any phantom units that have not vested as of the May 2014 distribution date will be forfeited.
- (8) 1-for-1 Common Units for Phantom Units granted under long-term incentive plan.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.