PACIFIC ENERGY PARTNERS LP
Form 3
June 06, 2006

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 *
Â Lehman Brothers Merchant Banking Associates III LP

(Last) (First) (Middle)

745 SEVENTH AVENUE

(Street)

NEW YORK,Â NYÂ 10019

(City) (State) (Zip)

2. Date of Event Requiring Statement (Month/Day/Year)
03/21/2005

3. Issuer Name **and** Ticker or Trading Symbol
PACIFIC ENERGY PARTNERS LP [PPX]

4. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

_____ Director _____ 10% Owner
_____ Officer __X__ Other
(give title below) (specify below)
See Remark (1).

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

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

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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)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			

(Instr. 5)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Lehman Brothers Merchant Banking Associates III LP 745 SEVENTH AVENUE NEW YORK,Â NYÂ 10019	Â	Â	Â	See Remark (1).
Lehman Brothers Merchant Banking Associates III LLC 745 SEVENTH AVENUE NEW YORK,Â NYÂ 10019	Â	Â	Â	See Remark (1).

Signatures

Ashvin Rao, Authorized Signatory of Lehman Brothers Merchant Banking Associates III L.L.C.	06/06/2006
**Signature of Reporting Person	Date
Ashvin Rao, Authorized Signatory of Lehman Brothers Merchant Banking Associates III L.L.C., general partner of Lehman Brothers Merchant Banking Associates III, L.P.	06/06/2006
**Signature of Reporting Person	Date

Explanation of Responses:

No securities are beneficially owned

* 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).

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Remarks:

RemarkÂ (1)Â -Â ThisÂ reportÂ isÂ filedÂ jointlyÂ byÂ LehmanÂ BrothersÂ MerchantÂ BankingÂ AssociatesÂ IIIÂ LPÂ

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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