

Item 5.03. Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year

On May 28, 2008, the General Partner of Plains All American Pipeline, L.P. (the Partnership) executed Amendment No. 5 (the Amendment) to the Third Amended and Restated Agreement of Limited Partnership of the Partnership (the Partnership Agreement).

Pursuant to the terms of the Amendment, the amounts payable pursuant to the Incentive Distribution Rights of the Partnership under the Partnership Agreement shall be adjusted commencing with the payment date of the second quarterly distribution declared and paid after the Rainbow Acquisition Closing Date (the Incremental IDR Reduction Date). The Amendment provides for the adjustment of the Incentive Distribution Rights as follows: (i) for the quarterly distribution paid on the Incremental IDR Reduction Date and the first quarterly distribution declared and paid following the Incremental IDR Reduction Date, any distributions to the holder(s) of the Incentive Distribution Rights shall be reduced by \$2,500,000 per quarter, and (ii) for the four quarterly distributions declared and paid thereafter, such distributions shall be reduced by \$1,250,000 per quarter. The reductions shall be an aggregate of \$5 million for the first two quarters (commencing with and including the Incremental IDR Reduction Date) and \$5 million for the following four quarters, for an aggregate of \$10 million over a six-quarter period.

A copy of the Amendment is filed as Exhibit 3.1 to this report and is incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits

(d) Exhibits

Exhibit 3.1 Amendment No. 5 dated May 28, 2008 to Third Amended and Restated Agreement of Limited Partnership of Plains All American Pipeline, L.P.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

PLAINS ALL AMERICAN PIPELINE, L.P.

Date: May 30, 2008

By: PAA GP LLC, its general partner

By: /s/ Tim Moore

Name: Tim Moore

Title: Vice President

INDEX TO EXHIBITS

**Exhibit
No.**

Description

3.1 Amendment No. 5 dated May 28, 2008 to Third Amended and Restated Agreement of Limited Partnership of Plains All American Pipeline, L.P.