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 *
Â Swanson Al

(Last) (First) (Middle)

333 CLAY ST., # 1600

(Street)

HOUSTON,Â TXÂ 77002

(City) (State) (Zip)

2. Date of Event Requiring Statement (Month/Day/Year)
08/16/2007

3. Issuer Name **and** Ticker or Trading Symbol
PLAINS ALL AMERICAN PIPELINE LP [PAA]

4. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

_____ Director
__X__ Officer (give title below)
Vice President & Treasurer
_____ 10% Owner
_____ Other (specify below)

5. If Amendment, Date 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 - 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) (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,Â TXÂ 77002	Â	Â	Â Vice President & Treasurer	Â

Signatures

/s/ Al Swanson	08/21/2007
**Signature of Reporting Person	Date

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.
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