

Conn Lance
Form 3
November 21, 2008

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 *

Conn Lance

(Last) (First) (Middle)

333 CLAY STREET, #1600

(Street)

HOUSTON, TX 77002

(City) (State) (Zip)

2. Date of Event Requiring
Statement

(Month/Day/Year)

11/14/2008

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 ☐ 10% Owner
☐ Officer ☐ Other
(give title below) (specify below)

5. 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

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)

Common Units

14,386,074 ⁽¹⁾

I

Through corporation and by
managed LLC ⁽²⁾

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)
Title

4. Conversion
or Exercise
Price of
Derivative
Security

5. Ownership
Form of
Derivative
Security:
Direct (D)

6. Nature of Indirect
Beneficial Ownership
(Instr. 5)

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Date Exercisable	Expiration Date	Amount or Number of Shares	or Indirect (I) (Instr. 5)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Conn Lance 333 CLAY STREET, #1600 HOUSTON, TX 77002	X			

Signatures

Lance Conn	11/20/2008
**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).
1,995,954 Common Units of the Issuer are owned by Vulcan Capital Private Equity I LLC (Vulcan Capital). 12,390,120 Common Units of the Issuer are owned by Vulcan Energy Corporation ("Vulcan Energy"). Pursuant to certain agreements, the Reporting Person has the
 - (1) right to receive a performance-based fee based on the performance of the holdings of Vulcan Energy and Vulcan Capital, including the common Units held by these entities. As a result, the Reporting Person may be deemed to have a pecuniary interest in the Common Units held by Vulcan Energy and Vulcan Capital.
 - (2) The Reporting Person disclaims beneficial ownership of the reported securities, except to the extent of his pecuniary interest therein, if any.

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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