

PAA NATURAL GAS STORAGE LP
 Form 4
 May 05, 2010

FORM 4

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

OMB APPROVAL

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STATEMENT OF CHANGES IN 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 *
 Plains All American GP LLC

2. Issuer Name and Ticker or Trading Symbol
 PAA NATURAL GAS STORAGE LP [PNG]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 333 CLAY STREET, SUITE 1600
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 05/05/2010

____ Director
 ____ Officer (give title below)
 10% Owner
 ____ Other (specify below)

HOUSTON, TX 77002

4. 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

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| Common Units | 05/05/2010 | | A | V 18,106,529 (2) | A \$ 18,106,529 21.5 (2) | I | See Note (1) |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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 (9-02)

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

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| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Security (Instr. 3 and 4) | Amount of Underlying Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|
| Series A Subordinated Units | \$ 0 ⁽³⁾ | 05/05/2010 | | A | 13,934,351 ⁽²⁾ | ⁽³⁾ / ⁽³⁾ | Common Units | 13,934,351 |
| Series B Subordinated Units | \$ 0 ⁽³⁾ | 05/05/2010 | | A | 11,500,000 ⁽²⁾ | ⁽³⁾ / ⁽³⁾ | Common Units | 11,500,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Plains All American GP LLC 333 CLAY STREET, SUITE 1600 HOUSTON, TX 77002 | | X | | |
| Plains AAP, L.P. 333 CLAY STREET, SUITE 1600 HOUSTON, TX 77002 | | X | | |
| PAA GP LLC 333 CLAY STREET, SUITE 1600 HOUSTON, TX 77002 | | X | | |
| PLAINS ALL AMERICAN PIPELINE LP 333 CLAY STREET, SUITE 1600 HOUSTON, TX 77002 | | X | | |

Signatures

/s/ Tim Moore, Vice President 05/05/2010

**Signature of Reporting Person Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 4(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) As of May 5, 2010, (i) PAA GP LLC is the general partner of Plains All American Pipeline, L.P. ("PAA"), (ii) Plains AAP, L.P. owns all of the membership interests in PAA GP LLC, and (iii) Plains All American GP LLC is the general partner of Plains AAP, L.P. Accordingly, PAA GP LLC, Plains AAP, L.P. and Plains All American GP LLC may be deemed to be indirect beneficial owners of any securities held by PAA.
- (2) In connection with the closing of the initial public offering of the Issuer's Common Units (the "Offering") and in exchange for the contribution of certain assets to the Issuer by PAA and certain of its affiliates, PAA received 18,106,529 Common Units, 13,934,351

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Series A Subordinated Units and 11,500,000 Series B Subordinated Units, representing a 74.8% limited partner interest.

- The Series A Subordinated Units will convert into Common Units on a one-for-one basis at the end of the subordination period described in the Issuer's Registration Statement on Form S-1 (333-164492). The Series B Subordinated Units will convert into Series A Subordinated Units on a one-for-one basis upon satisfaction of certain operational and financial conditions described in the Issuer's Registration Statement (or directly into Common Units on a one-for-one basis if the subordination period has already ended at the time such operational and financial conditions are satisfied). The Series A Subordinated Units have no expiration date. The Series B Subordinated Units that remain outstanding as of December 31, 2018 will automatically be cancelled.
- (3)

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.