PLAINS GP HOLDINGS LP

Form 4

February 13, 2015

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

OMB APPROVAL

3235-0287

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of

Indirect

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Check this box

obligations may continue. See Instruction

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

1(b).

Security

(Print or Type Responses)

1. Name and Address of Reporting Person ** Burk Victor			Symbol	and Ticker or Trading	5. Relationship (Issuer	5. Relationship of Reporting Person(s) to Issuer			
			PLAINS GP HOLDINGS LP [PAGP]		(Check all applicable)				
(Last)	(First)	(Middle)	3. Date of Earlies		_X_ Director Officer (give	10			
333 CLAY STREET, SUITE 1600			(Month/Day/Yea 02/13/2015	ır)	below)	below)			
(Street)			4. If Amendment	t, Date Original	6. Individual or Joint/Group Filing(Check				
			Filed(Month/Day/	Year)	Applicable Line) _X_ Form filed by One Reporting Person				
HOUSTON, TX 77002					Form filed by Person	1 0			
(City)	(State)	(Zip)	Table I - No	on-Derivative Securities A	cquired, Disposed	of, or Benefici	ally Owned		
1.Title of	2. Transaction Da	te 2A. Deeme	ed 3.	4. Securities	5. Amount of	6. Ownership	7. Nature		

(Month/Day/Year) TransactionAcquired (A) or (Instr. 3) Code Disposed of (D) Beneficially (D) or Indirect Beneficial (Month/Day/Year) (Instr. 3, 4 and 5) Ownership (Instr. 8) Owned (I) Following (Instr. 4) (Instr. 4) Reported (A) Transaction(s) or (Instr. 3 and 4) Amount Code (D) Price Class A 02/13/2015 M 8,000 Α (1) 11,000 D Shares

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

Execution Date, if

Persons who respond to the collection of **SEC 1474** information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Securities

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. Transacti Code (Instr. 8)	5. Numb iorDerivativ Securitie Acquired Disposed (Instr. 3, 5)	ve es d (A) or d of (D)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Pri Deriv Secu (Instr
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Phantom Class A Shares - Long Term Incentive Plan	Œ	02/13/2015		M		8,000	(2)	<u>(3)</u>	Class A Shares	8,000	\$
Phantom Class A Shares - Long Term Incentive Plan	(1)	02/13/2015		A	8,000		(2)	(3)	Class A Shares	8,000	\$

Reporting Owners

Reporting Owner Name / Address	Kelationships					
	Director	10% Owner	Officer	Other		
Burk Victor 333 CLAY STREET, SUITE 1600 HOUSTON, TX 77002	X					

Signatures

/s/ Ann F. Gullion, attorney-in-fact for Victor
Burk 02/13/2015

**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) 1-for-1 Class A Shares for Phantom Class A Shares upon vesting, for each Phantom Class A Share that vests.
- (2) 25% vest annually, with automatic re-grant of equivalent amount.
- (3) Upon termination of service as director, other than because of death, disability or retirement.

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.

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