

PLAINS GP HOLDINGS LP  
 Form 4  
 February 27, 2017

**FORM 4**

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**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 \*  
**RAYMOND JOHN T**

2. Issuer Name and Ticker or Trading Symbol  
**PLAINS GP HOLDINGS LP  
 [PAGP]**

5. Relationship of Reporting Person(s) to Issuer  
 (Check all applicable)

(Last) (First) (Middle)  
**811 MAIN, SUITE 4200**  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
**02/23/2017**

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

**HOUSTON, TX 77002**  
 (City) (State) (Zip)

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

**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 Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |     |       |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|-----|-------|
|                                 |                                      |  |                                | (A) or (D)  | Code  | V  | Amount                            | (D) | Price |

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

**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.**

SEC 1474 (9-02)

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

| 1. Title of Derivative Security | 2. Conversion or Exercise | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any | 4. Transaction Code | 5. Number of Derivative Securities | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities | 8. Price of Derivative Security |
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|------------------------------------|--|--|---------------------------------|
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|------------------------------------|--|--|---------------------------------|

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| (Instr. 3) | Price of Derivative Security                                     | (Month/Day/Year)      | (Instr. 8) | Acquired (A) or Disposed of (D)<br>(Instr. 3, 4, and 5) | (Instr. 3 and 4) | (Instr. 3 and 4) | (Instr. 3 and 4) | (Instr. 3 and 4) | (Instr. 3 and 4) | (Instr. 3 and 4)           |
|------------|--|-----------------------|------------|---|------------------|------------------|------------------|------------------|------------------|----------------------------|
|            |  |                       | Code       | V   | (A)              | (D)              | Date Exercisable | Expiration Date  | Title            | Amount or Number of Shares |
|            | Phantom Class A Shares - Long Term Incentive Plan <sup>(1)</sup> | <u>(2)</u> 02/23/2017 | A          |   | 10,000           |                  | <u>(3)</u>       | <u>(4)</u>       | Class A Shares   | 10,000 \$ 0                |

## Reporting Owners

| Reporting Owner Name / Address                              | Relationships |           |         |       |
|---|---------------|-----------|---------|-------|
|   | Director      | 10% Owner | Officer | Other |
| RAYMOND JOHN T<br>811 MAIN, SUITE 4200<br>HOUSTON, TX 77002 |               | X         |         |       |

## Signatures

/s/ Ann F. Gullion as attorney-in-fact for John T. Raymond 02/27/2017

\_\_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) This award replaces a previous award for 10,000 phantom common units of Plains All American Pipeline, L.P. ("PAA"); the previous PAA award has been cancelled.
- (2) One Class A Share is deliverable, upon vesting, for each Phantom Class A Share that vests.
- (3) 25% vest annually on August distribution date, with an automatic re-grant of equivalent amount.
- (4) 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.