Swanson Al Form 4 February 22, 2013

FORM 4

subject to

Section 16.

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

Check this box if no longer

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Form 4 or Form 5 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).

(Last)

(City)

1. Title of

Security

(Instr. 3)

1. Name and Address of Reporting Person *

Swanson Al

(State)

(Month/Day/Year)

(First) (Middle)

(Zip)

2. Transaction Date 2A. Deemed

333 CLAY ST., # 1600

(Street)

HOUSTON, TX 77002

2. Issuer Name and Ticker or Trading

Symbol

PLAINS ALL AMERICAN PIPELINE LP [PAA]

3. Date of Earliest Transaction

(Month/Day/Year) 02/21/2013

4. If Amendment, Date Original

Filed(Month/Day/Year)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 3. 4. Securities

Execution Date, if TransactionAcquired (A) or Code Disposed of (D) (Month/Day/Year) (Instr. 8)

(Instr. 3, 4 and 5)

Reported (A) Transaction(s) (Instr. 3 and 4)

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.

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

1. Title of Derivative Conversion

or Exercise

Security

3. Transaction Date 3A. Deemed (Month/Day/Year) Execution Date, if

any

4. 5. Number of **Transaction**Derivative Code Securities

6. Date Exercisable and **Expiration Date** (Month/Day/Year)

7. Title and Amount of **Underlying Securities** (Instr. 3 and 4)

3235-0287 Number: January 31,

OMB APPROVAL

2005 Estimated average burden hours per

OMB

5. Relationship of Reporting Person(s) to

(Check all applicable)

Executive. VP & CFO

6. Individual or Joint/Group Filing(Check

X Form filed by One Reporting Person Form filed by More than One Reporting

below)

Issuer

below)

Person

5. Amount of

Securities

Following

Owned

Beneficially

Director

Applicable Line)

X_ Officer (give title

Expires:

response... 0.5

(Print or Type Responses)

10% Owner

Other (specify

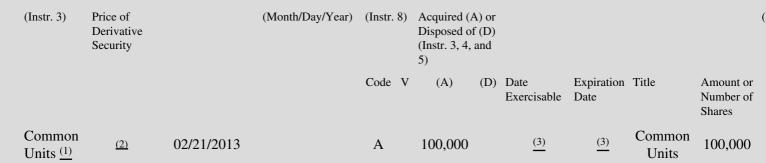
6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial (I)

(Instr. 4)

Ownership (Instr. 4)

SEC 1474

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Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Swanson Al 333 CLAY ST., # 1600 HOUSTON, TX 77002

Executive. VP & CFO

Signatures

/s/ Al Swanson 02/21/2013

**Signature of Date
Reporting Person

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) Grant of phantom units under Long-Term Incentive Plan (includes associated distribution equivalent rights (payable in cash)).
- (2) One common unit is deliverable, upon vesting, for each phantom unit that vests.
 - The phantom units will vest in one-third increments as follows: one-third will vest on the later of the August 2016 distribution date and the date on which we pay an annualized quarterly distribution of \$2.35 per common unit; one-third will vest on the later of the August
- (3) 2017 distribution date and the date on which we pay an annualized quarterly distribution of \$2.50 per common unit; and one-third will vest on the later of the August 2018 distribution date and the date on which we pay an annualized quarterly distribution of \$2.65 per common unit. Any units that have not vested as of the August 2019 distribution date will be forfeited.

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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