PLAINS GP HOLDINGS LP

Form 4

October 29, 2013

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

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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).

(Print or Type Responses)

1. Name and Address of Reporting Person * Oxy Holding Co (Pipeline), Inc.

2. Issuer Name and Ticker or Trading

Symbol

PLAINS GP HOLDINGS LP

[PAGP]

(Last) (First) (Middle)

(Street)

3. Date of Earliest Transaction

(Month/Day/Year) 10/29/2013

10889 WILSHIRE BOULEVARD

4. If Amendment, Date Original

Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to

Issuer

(Check all applicable)

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

below) See remarks

6. Individual or Joint/Group Filing(Check

Applicable Line)

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

Person

LOS ANGELES, CA 90024

(City) (State) (Zip)

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

1. Title of Security (Instr. 3)

(Month/Day/Year)

2. Transaction Date 2A. Deemed Execution Date, if

(Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code (Instr. 8)

Disposed of (D) (Instr. 3, 4 and 5)

Code V Amount (D) Price

(A)

5. Amount of Securities Beneficially Owned Following

Reported

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial Ownership (T) (Instr. 4) (Instr. 4)

Transaction(s)

(Instr. 3 and 4)

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

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

1. Title of Derivative Conversion Security or Exercise

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

Execution Date, if any

4. 5. Number of TransactionDerivative Code Securities

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

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

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(Instr. 3) Price of (Month/Day/Year) (Instr. 8) Acquired (A) or Derivative Disposed of (D) Security (Instr. 3, 4, and 5) Code V (A) (D) **Expiration** Title Amount or Date Exercisable Date Number of Shares See Class 4,382,094 (1) (1) footnote 10/29/2013 $D^{(2)}$ A 4,382,094 (1) (2) (1) Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Oxy Holding Co (Pipeline), Inc. 10889 WILSHIRE BOULEVARD LOS ANGELES, CA 90024				See remarks
Occidental Transportation Holding Corp 10889 WILSHIRE BOULEVARD LOS ANGELES, CA 90024				See remarks
OCCIDENTAL PETROLEUM INVESTMENT CORP 10889 WILSHIRE BOULEVARD LOS ANGELES, CA 90024				See remarks
OCCIDENTAL PETROLEUM CORP /DE/ 10889 WILSHIRE BOULEVARD LOS ANGELES, CA 90024				See remarks
Signatures				

Signatures

/s/ LINDA S. PETERSON, Vice President and Secretary	10/29/2013
**Signature of Reporting Person	Date
/s/ LINDA S. PETERSON, Vice President and Secretary	10/29/2013
**Signature of Reporting Person	Date
/s/ LINDA S. PETERSON, Vice President and Secretary	10/29/2013
**Signature of Reporting Person	Date
/s/ ROY PINECI, Vice President, Controller and Principal Accounting Officer	10/29/2013
**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) Pursuant to the limited partnership agreement of Plains AAP, L.P. ("AAP"), among other things, each limited partner of AAP, including Oxy Holding Company (Pipeline), Inc. ("OHC"), has the right, at any time and from time to time, to immediately exchange its Class A units representing limited partner interests ("AAP Class A Units"), together with a like number of Class B shares representing limited partner interests of the Issuer (the "Class B Shares") and units representing limited liability company interests of the Issuer's general

Reporting Owners 2

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partner (the "GP Units"), for Class A shares of the Issuer (the "Class A Shares") on a one-for-one basis or, at the election of AAP, the cash value thereof. The filing of this Statement shall not be construed as an admission that any Reporting Person is, for purposes of Section 13(d) of the Exchange Act, as amended, the beneficial owner of any security.

Pursuant to the contribution agreement, dated as of October 21, 2013, by and among the Issuer, PAA GP Holdings LLC and others executed in connection with the closing of the initial public offering of the Issuer, the Issuer and OHC agreed that if underwriters in the Issuer's initial public offering exercised the option granted to them in the underwriting agreement (the "Option"), the Issuer would redeem from OHC a number of Class B Shares, and purchase from OHC a corresponding number of AAP Units, equal to the number of Class A Shares purchased by the underwriters pursuant to the Option and OHC would contribute to the Issuer a number of GP Units that equaled the number of Class B Shares redeemed. On October 29, 2013, (i) the underwriters purchased 4,382,094 Class A Shares pursuant to the Option, (ii) the Issuer (a) redeemed 4,382,094 Class B Shares from OHC and (b) purchased from OHC 4,382,094 AAP Class A Units for \$21.34/unit and (iii) OHC contributed to the Issuer 4,382,094 GP Units.

Remarks:

Vicky Sutil is a director of the general partner of the Issuer. Based on the relationship of Ms. Sutil and the Reporting Persons,

Oxy Holding Company (Pipeline), Inc. ("OHC"), Occidental Transportation Holding Corporation ("OTHC") and Occidental Potential 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.