

PLAINS GP HOLDINGS LP
Form 4
October 29, 2013

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 *
Oxy Holding Co (Pipeline), Inc.

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)
10889 WILSHIRE BOULEVARD
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
10/29/2013

____ Director
____ Officer (give title below) Other (specify below)
See remarks

LOS ANGELES, CA 90024

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 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.

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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 (Instr. 3 and 4) |
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|------------------------------------|--|---|
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|------------------------------------|--|---|

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

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

| | |
|--|--------------------|
| /s/ LINDA S. PETERSON, Vice President and Secretary **Signature of Reporting Person | 10/29/2013 Date |
| /s/ LINDA S. PETERSON, Vice President and Secretary **Signature of Reporting Person | 10/29/2013 Date |
| /s/ LINDA S. PETERSON, Vice President and Secretary **Signature of Reporting Person | 10/29/2013 Date |
| /s/ ROY PINECI, Vice President, Controller and Principal Accounting Officer **Signature of Reporting Person | 10/29/2013 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

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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.

- (2) 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 ("OTHHC") and Occidental P

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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