

PLAINS ALL AMERICAN PIPELINE LP

Form 8-K

August 22, 2007

Table of Contents

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
FORM 8-K
CURRENT REPORT
Pursuant to Section 13 or 15(d) of
The Securities Exchange Act of 1934
Date of Report (Date of earliest event reported) August 16, 2007
Plains All American Pipeline, L.P.
(Exact name of registrant as specified in its charter)**

| | | |
|--|--|--|
| DELAWARE (State or other jurisdiction of incorporation) | 1-14569 (Commission File Number) | 76-0582150 (IRS Employer Identification No.) |
|--|--|--|

333 Clay Street, Suite 1600, Houston, Texas 77002

(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code **713-646-4100**

(Former name or former address, if changed since last report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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TABLE OF CONTENTS

Item 5.03. Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year

Item 9.01. Financial Statements and Exhibits

SIGNATURES

INDEX TO EXHIBITS

Amendment No.3 to Third Amended and Restated Agreement of Limited Partnership

Table of Contents

Item 5.03. Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year

On August 16, 2007, the General Partner of Plains All American Pipeline, L.P. (the Partnership) amended the Third Amended and Restated Agreement of Limited Partnership (the Partnership Agreement) of the Partnership by executing Amendment No. 3 thereto (the Amendment), a copy of which is filed as Exhibit 3.1 hereto and is incorporated into this report by reference. The Partnership Agreement was amended to allow for the issuance of Partnership securities in uncertificated form.

Item 9.01. Financial Statements and Exhibits

(d) Exhibits

Exhibit 3.1 Amendment No. 3 dated August 16, 2007 to Third Amended and Restated Agreement of Limited Partnership of Plains All American Pipeline, L.P.

Table of Contents

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

PLAINS ALL AMERICAN PIPELINE, L.P.

Date: August 22, 2007

By: Plains AAP, L.P., its general partner

By: Plains All American GP LLC, its general partner

By: /s/ Tim Moore
Name: Tim Moore
Title: Vice President

Table of Contents

INDEX TO EXHIBITS

**Exhibit
No.**

Description

- | | |
|-----|--|
| 3.1 | Amendment No. 3 dated August 16, 2007 to Third Amended and Restated Agreement of Limited Partnership of Plains All American Pipeline, L.P. |
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