

PLAINS GP HOLDINGS LP
Form 4
February 10, 2016

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 *
PEFANIS HARRY N

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)
333 CLAY STREET, # 1600

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
02/10/2016

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
President & COO

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 Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Class A Shares representing limited partner interests	02/10/2016		M ⁽¹⁾⁽²⁾		469,065	A	\$ 0
Class A Shares representing limited partner interests	02/10/2016		P		20,000	A	\$ 5.7495 ⁽³⁾

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Class B Shares representing limited partner interests	3,146,764 <u>(4)</u> <u>(5)</u>	I	see footnotes <u>(4)</u> <u>(5)</u>
Units in PAA GP Holdings LLC	3,146,764 <u>(4)</u> <u>(5)</u>	I	see footnotes <u>(4)</u> <u>(5)</u>

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 Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Underlying Security (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Class B Units in Plains AAP, L.P.	\$ 0	02/10/2016		M ⁽¹⁾	500,000	12/31/2015	<u>(6)</u>	Class B Shares/Class A Units of Plains AAP L.P.
Class A Units in Plains AAP, L.P.	\$ 0	02/10/2016		M ⁽¹⁾	469,065	12/31/2015	<u>(6)</u>	Class A Shares
Class B Shares representing limited partner interests	\$ 0	02/10/2016		M ⁽¹⁾	469,065	12/31/2015	<u>(6)</u>	Class A Shares
Class A Units in Plains AAP, L.P.	\$ 0	02/10/2016		M ⁽²⁾	469,065	12/31/2015	<u>(6)</u>	Class A Shares
	\$ 0	02/10/2016		M ⁽²⁾	469,065	12/31/2015	<u>(6)</u>	

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- (6) Pursuant to the limited partnership agreement of AAP, the rights to (a) convert Class B Units into Class A Units and Class B shares and (b) exchange Class A Units and Class B shares (acquired in a conversion from Class B Units) for Class A shares do not expire.

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.