

Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers

On July 28, 2008, Plains All American Pipeline, L.P. (PAA) issued a press release announcing that Phil Kramer will relinquish his position as Chief Financial Officer effective November 15, 2008. PAA also announced that Al Swanson, who currently serves as Senior Vice President Finance and Treasurer, will be promoted to the position of Senior Vice President and Chief Financial Officer, also effective November 15, 2008. A copy of the press release is filed as Exhibit 99.1 hereto and is incorporated herein by reference.

Mr. Swanson, age 44, has served in his current position since August 2007. He served as Vice President Finance and Treasurer from August 2005 to August 2007, as Vice President and Treasurer from February 2004 to August 2005 and as Treasurer from May 2001 to February 2004. In addition, he held finance related positions at Plains Resources including Treasurer from February 2001 to May 2001 and Director of Treasury from November 2000 to February 2001. Prior to joining Plains Resources, he served as Treasurer of Santa Fe Snyder Corporation from 1999 to October 2000 and in various capacities at Snyder Oil Corporation including Director of Corporate Finance from 1998, Controller SOCO Offshore, Inc. from 1997, and Accounting Manager from 1992. Mr. Swanson began his career with Apache Corporation in 1986 serving in internal audit and accounting.

Mr. Swanson's base salary is \$180,000 per year. He holds a total of 67,000 phantom units under the Company's long-term incentive plans that vest on various dates through May 2012. He also holds 10,000 Class B units of Plains AAP, L.P., the sole member of PAA's general partner.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

Exhibit 99.1 Press Release dated July 28, 2008.

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: July 28, 2008

By: PAA GP LLC, its general partner

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

INDEX TO EXHIBITS

**Exhibit
No.**

Description

99.1 Press Release dated July 28, 2008.