

PLAINS GP HOLDINGS LP
Form 3
October 28, 2013

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 *

Â Oxy Holding Co (Pipeline),
Inc.

(Last) (First) (Middle)

10889 WILSHIRE
BOULEVARD

(Street)

LOS ANGELES,Â CAAÂ 90024

(City) (State) (Zip)

2. Date of Event Requiring
Statement

(Month/Day/Year)
10/21/2013

3. Issuer Name **and** Ticker or Trading Symbol
PLAINS GP HOLDINGS LP [PAGP]

4. Relationship of Reporting
Person(s) to Issuer

(Check all applicable)

____ Director ____ 10% Owner
____ Officer ____X____ Other
(give title below) (specify below)
See remarks

5. If Amendment, Date Original
Filed(Month/Day/Year)

6. Individual or Joint/Group
Filing(Check Applicable Line)
____ Form filed by One Reporting
Person
X Form filed by More than One
Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security
(Instr. 4)

2. Amount of Securities
Beneficially Owned
(Instr. 4)

3. Ownership
Form:
Direct (D)
or Indirect
(I)
(Instr. 5)

4. Nature of Indirect Beneficial
Ownership
(Instr. 5)

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

SEC 1473 (7-02)

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information contained in this form are not
required to respond unless the form displays a
currently valid OMB control number.**

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

1. Title of Derivative Security
(Instr. 4)

2. Date Exercisable and
Expiration Date
(Month/Day/Year)

Date
Exercisable

Expiration
Date

3. Title and Amount of
Securities Underlying
Derivative Security
(Instr. 4)

Title

Amount or
Number of

4. Conversion
or Exercise
Price of
Derivative
Security

5. Ownership
Form of
Derivative
Security:
Direct (D)

6. Nature of Indirect
Beneficial Ownership
(Instr. 5)

				Shares		or Indirect (I) (Instr. 5)	
See footnote ⁽¹⁾	Â ⁽¹⁾	Â ⁽¹⁾	Class A Shares	153,212,255	\$ ⁽¹⁾	D	Â

Reporting Owners

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

Signatures

/s/ LINDA S. PETERSON, Vice President and Secretary 10/28/2013

**Signature of Reporting Person Date

/s/ LINDA S. PETERSON, Vice President and Secretary 10/28/2013

**Signature of Reporting Person Date

/s/ LINDA S. PETERSON, Vice President and Secretary 10/28/2013

**Signature of Reporting Person Date

/s/ ROY PINECI, Vice President, Controller and Principal Accounting Officer

10/28/2013

**Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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) Oxy Holding Company (Pipeline), Inc. ("OHC") owns directly 153,212,255 Class B shares representing limited partner interests of the Issuer (the "Class B Shares"), 153,212,255 units representing limited liability company interests of the Issuer's general partner (the "GP Units") and 153,212,255 Class A units representing limited partner interests ("AAP Class A Units") in Plains AAP, L.P. ("AAP"). The limited partnership agreement of AAP provides, among other things, that each limited partner of AAP, including OHC, will have the right, at any time and from time to time, to immediately exchange its AAP Class A Units, together with a like number of Class B Shares and 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.

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Remarks:

Vicky Sutil is a director of the general partner of the Issuer. Based on the relationship of Ms. S

Oxy Holding Company (Pipeline), Inc. ("OHC"), Occidental Transportation Holding Corporation ("OTH")

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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