

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL	
OMB Number:	3235-0287
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

1. Name and Address of Reporting Person* <u>Oxy Holding Co (Pipeline), Inc.</u> <hr/> (Last) (First) (Middle) 5 GREENWAY PLAZA, SUITE 110 <hr/> (Street) HOUSTON TX 77046 <hr/> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>PLAINS GP HOLDINGS LP [ PAGP ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner Officer (give title below) <input checked="" type="checkbox"/> Other (specify below) See remarks
	3. Date of Earliest Transaction (Month/Day/Year) 11/14/2014	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

**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 <sup>(1)(2)</sup>	11/14/2014		S		69,000,000	D	\$24.4375	0	D <sup>(1)(2)</sup>	

**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 Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
See footnotes <sup>(1)(2)</sup>	(1)	11/14/2014		J <sup>(2)</sup>		69,000,000 <sup>(2)</sup>		(1)	(1)	Class A Shares	79,830,161	(2)	79,830,161 <sup>(3)</sup>	D	

1. Name and Address of Reporting Person\*  
Oxy Holding Co (Pipeline), Inc.  


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 (Last) (First) (Middle)  
 5 GREENWAY PLAZA, SUITE 110  


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 (Street)  
 HOUSTON TX 77046  


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 (City) (State) (Zip)

1. Name and Address of Reporting Person\*  
Occidental Transportation Holding Corp  


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 (Last) (First) (Middle)  
 5 GREENWAY PLAZA, SUITE 110  


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 (Street)  
 HOUSTON TX 77046  


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 (City) (State) (Zip)

1. Name and Address of Reporting Person\*  
OXY USA INC  


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 (Last) (First) (Middle)  
 5 GREENWAY PLAZA, SUITE 110  


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 (Street)  
 HOUSTON TX 77046  


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 (City) (State) (Zip)

1. Name and Address of Reporting Person\*  
OCCIDENTAL PETROLEUM CORP /DE/

(Last)	(First)	(Middle)
5 GREENWAY PLAZA, SUITE 110		
(Street)		
HOUSTON	TX	77046
(City)	(State)	(Zip)

**Explanation of Responses:**

- 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 of AAP ("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 partner (the "GP Units" and, together with the AAP Class A Units and the Class B Shares, the "Exchange Securities"), 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 "Exchange Right"). The Exchange Right does not expire.
- On November 14, 2014, immediately prior to the closing of the Issuer's secondary offering pursuant to registration statement No. 333-199903, OHC exercised the Exchange Right with respect to the Exchange Securities in exchange for 69,000,000 Class A Shares of the Issuer.
- Represents the number of Exchange Securities remaining after OHC's exercise of the Exchange Right. 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.

**Remarks:**

Vicky Sutil is a director of the general partner of the Issuer. Based on the relationship of Ms. Sutil and the Reporting Persons, the Reporting Persons may be deemed directors by deputization of the Issuer. Oxy Holding Company (Pipeline), Inc. ("OHC"), Occidental Transportation Holding Corporation ("OTHC") and OXY USA Inc. ("USA") are wholly owned subsidiaries of Occidental Petroleum Corporation ("Occidental" and, together with OHC, OTHC, and USA, the "Reporting Persons").

<u>/s/ Nicole E. Clark, Vice President and Secretary of Oxy Holding Company (Pipeline), Inc.</u>	<u>11/18/2014</u>
<u>/s/ Nicole E. Clark, Vice President and Secretary of Occidental Transportation Holding Corporation</u>	<u>11/18/2014</u>
<u>/s/ Nicole E. Clark, Vice President and Secretary of OXY USA Inc.</u>	<u>11/18/2014</u>
<u>/s/ Marcia E. Backus, Vice President and General Counsel of Occidental Petroleum Corporation</u>	<u>11/18/2014</u>
** Signature of Reporting Person	Date

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

\* 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).

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.**