

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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

1. Name and Address of Reporting Person* <u>Oxy Holding Co (Pipeline), Inc.</u>			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		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>10/29/2013</u>			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person		
<u>10889 WILSHIRE BOULEVARD</u>			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street) <u>LOS ANGELES CA 90024</u>								
(City) (State) (Zip)								

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			

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	Amount or Number of Shares				
See footnote ⁽¹⁾	(1)	10/29/2013		D ⁽²⁾		4,382,094 ⁽²⁾		(1)	(1)	Class A Shares	4,382,094	\$21.34	148,830,161	D	

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

(Last) (First) (Middle)
10889 WILSHIRE BOULEVARD

(Street)
LOS ANGELES CA 90024

(City) (State) (Zip)

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

(Last) (First) (Middle)
10889 WILSHIRE BOULEVARD

(Street)
LOS ANGELES CA 90024

(City) (State) (Zip)

1. Name and Address of Reporting Person*
OCCIDENTAL PETROLEUM INVESTMENT CORP

(Last) (First) (Middle)
10889 WILSHIRE BOULEVARD

(Street)
LOS ANGELES CA 90024

(City) (State) (Zip)

1. Name and Address of Reporting Person*

OCCIDENTAL PETROLEUM CORP /DE/

(Last) (First) (Middle)
10889 WILSHIRE BOULEVARD

(Street)
LOS ANGELES CA 90024

(City) (State) (Zip)

Explanation of Responses:

1. 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 ("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"), 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 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.

2. Pursuant to the contribution agreement, dated as of October 21, 2013, by and among the Issuer, PAA GP Holdings LLC and others executed in connection with the closing of the initial public offering of the Issuer, the Issuer and OHC agreed that if underwriters in the Issuer's initial public offering exercised the option granted to them in the underwriting agreement (the "Option"), the Issuer would redeem from OHC a number of Class B Shares, and purchase from OHC a corresponding number of AAP Units, equal to the number of Class A Shares purchased by the underwriters pursuant to the Option and OHC would contribute to the Issuer a number of GP Units that equaled the number of Class B Shares redeemed. On October 29, 2013, (i) the underwriters purchased 4,382,094 Class A Shares pursuant to the Option, (ii) the Issuer (a) redeemed 4,382,094 Class B Shares from OHC and (b) purchased from OHC 4,382,094 AAP Class A Units for \$21.34/unit and (iii) OHC contributed to the Issuer 4,382,094 GP Units.

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 Occidental Petroleum Investment Co. ("OPIC") are wholly owned subsidiaries of Occidental Petroleum Corporation ("Occidental" and, together with OHC, OTHC, and OPIC, the "Reporting Persons").

/s/ LINDA S. PETERSON, Vice 10/29/2013
President and Secretary

/s/ LINDA S. PETERSON, Vice 10/29/2013
President and Secretary

/s/ LINDA S. PETERSON, Vice 10/29/2013
President and Secretary

/s/ ROY PINECI, Vice 10/29/2013
President, Controller and
Principal Accounting Officer

** 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.