

PACIFIC ENERGY PARTNERS LP

Form 4

November 17, 2006

**FORM 4**
**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

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

**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

## OMB APPROVAL

OMB  
Number: 3235-0287  
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2005  
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
ZOLLINGER GARY L

2. Issuer Name **and** Ticker or Trading  
Symbol  
PACIFIC ENERGY PARTNERS LP  
[PPX]

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

(Last) (First) (Middle)  
1600 STOUT STREET, SUITE 1200  
(Street)

3. Date of Earliest Transaction  
(Month/Day/Year)  
11/15/2006

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_\_\_X\_\_\_\_ Officer (give title \_\_\_\_ Other (specify  
below) below)

See Remark (1) below

DENVER, CO 80202

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

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

(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)
Common Units Representing Limited Partner Interests	11/15/2006		A	2,010 (1)	A \$ 36.96	10,739	D
Common Units Representing Limited Partner Interests	11/15/2006		F	626 (2)	D \$ 36.96	10,113	D

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Common  
Units  
Representing  
Limited  
Partner  
Interests

11/15/2006

D

10,113

D

\$

37.16 0

D

(3)

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

**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 control number.**

SEC 1474  
(9-02)

**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 Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repor Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

## Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
ZOLLINGER GARY L 1600 STOUT STREET, SUITE 1200 DENVER, CO 80202	See Remark (1) below

## Signatures

Gary L.  
Zollinger 11/16/2006

\*\*Signature of  
Reporting Person

Date

## Explanation of Responses:

\* 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).

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- (1) During 2006, the reporting person received grants of 2,010 restricted common units under the issuer's Long Term Incentive Plan, which were to vest upon the issuer meeting certain performance requirements or in the event of a change of control. Upon effectiveness of the merger between the issuer and Plains All American Pipeline, L.P. ("Plains"), the restricted common units vested. The reported purchase price is the closing price of the issuer's common units on November 14, 2006.
- (2) Common units withheld to cover tax obligation arising upon vesting of restricted common units.
- (3) Disposed of pursuant to merger agreement between the issuer, Plains, and other parties thereto, in exchange for 7,787 common units representing limited partner interests in Plains. The reporting person received 0.77 Plains common units in exchange for each common unit of the issuer, and cash for any fractional units. The reported purchase price is equal to 77% of \$48.26, the closing price of Plains common units on November 15, 2006.

### Remarks:

Remark (1) On the date of the reported transactions, the reporting person was the Senior Vice President, Rocky Mountain Bus

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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