Edgar Filing: PACIFIC ENERGY PARTNERS LP - Form 4

PACIFIC ENERGY PARTNERS LP

Form 4

November 17, 2006

| FORM - | 1 | | | | | | | | OMB AP | PROVAL | |
|---|--|-----------------------------------|-----------------------|---|---|--|-----------------|---|---|---|--|
| Washington, D.C. 20549 | | | | | | | OMB Number: | 3235-0287 | | | |
| 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 SECURITIES Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940 | | | | | | | | Act of 1934, | Expires: January 31, 2005 Estimated average burden hours per response 0.5 | | |
| (Print or Type Res | ponses) | | | | | | | | | | |
| 1. Name and Add LINEHAN JO | Symbol | Symbol PACIFIC ENERGY PARTNERS LP | | | | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) | | | | | |
| (Last) 7103 NICHOL | (First) | (Middle) | (Month/Day/ | 3. Date of Earliest Transaction (Month/Day/Year) 11/15/2006 | | | | _X_ Director 10% Owner Officer (give title Other (specify below) See Remark (1) below | | | |
| (Street) 4. If Amend Filed(Month OKLAHOMA CITY, OK 73120 | | | | /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 | | | |
| | | | | | | | | erson | | | |
| (City) | (State) | (Zip) | Table I | - Non-Deri | vative Sec | curitie | es Acqui | red, Disposed of, | or Beneficiall | y Owned | |
| 1.Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) Execution any (Month Month Mo | | xecution Date, if | Code (Instr. 8) | 4. Securities Acquire tion(A) or Disposed of (I (Instr. 3, 4 and 5)) (A) or V Amount (D) Prio | | | D) 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 | | | D | | D | \$ 37.16 (1) | 0 | D | | |
| Reminder: Report | on a separate li | ne for eac | ch class of securitie | es beneficia | lly owned | direct | ly or ind | lirectly. | | | |

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.

1

SEC 1474

(9-02)

Edgar Filing: PACIFIC ENERGY PARTNERS LP - Form 4

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

| 1. Title of | 2. | 3. Transaction Date | | 4. | 5. | 6. Date Exerc | | 7. Title a | | 8. Price of | 9. Nu |
|-------------|-------------|---------------------|--------------------|------------|------------|---------------------|-----------------|------------|--------|-------------|--------|
| Derivative | Conversion | (Month/Day/Year) | Execution Date, if | Transacti | onNumber | Expiration D | ate | Amount | of | Derivative | Deriv |
| Security | or Exercise | | any | Code | of | (Month/Day/ | Year) | Underlyi | ing | Security | Secui |
| (Instr. 3) | Price of | | (Month/Day/Year) | (Instr. 8) | Derivative | e | | Securitie | es | (Instr. 5) | Bene |
| | Derivative | | | | Securities | | | (Instr. 3 | and 4) | | Own |
| | Security | | | | Acquired | | | | | | Follo |
| | | | | | (A) or | | | | | | Repo |
| | | | | | Disposed | | | | | | Trans |
| | | | | | of (D) | | | | | | (Instr |
| | | | | | (Instr. 3, | | | | | | |
| | | | | | 4, and 5) | | | | | | |
| | | | | | | | | А | mount | | |
| | | | | | | | | 01 | | | |
| | | | | | | Date Exercisable | Expiration Date | | umber | | |
| | | | | | | | | of | | | |
| | | | | Code V | (A) (D) | | | SI | hares | | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | | | | |
|--|---------------|-----------|---------|-------------------------|--|--|--|
| ·r·· | Director | 10% Owner | Officer | Other | | | |
| LINEHAN JOHN C 7103 NICHOLS ROAD OKLAHOMA CITY, OK 73120 | X | | | See Remark (1) below | | | |

Signatures

John C. Linehan

11/15/2006

**Signature of Date
Reporting Person

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).

Disposed of pursuant to merger agreement between issuer, Plains, and other parties thereto, in exchange for 4,235 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 transaction, the reporting person was a director of Pacific Energy Management LLC, the

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

Reporting Owners 2