

PACIFIC ENERGY PARTNERS LP
 Form 4
 November 17, 2006

FORM 4

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

OMB APPROVAL

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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).

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
 LEMMON DAVID 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)
 1101 VENTURA HILLS STREET
 (Street)

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

Director 10% Owner
 Officer (give title below) Other (specify below)
 See Remark (1) below

LAS VEGAS, NV 89144
 (City) (State) (Zip)

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

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

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 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 | | | |
| Common Units Representing Limited Partner Interests | 05/30/2006 | | G | V <u>4,475</u> ⁽¹⁾ D \$ 0 2,000 | D | | |
| Common Units Representing Limited Partner Interests | 05/30/2006 | | G | V <u>4,475</u> ⁽¹⁾ A \$ 0 4,475 | I | By trust | |

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| | | | | | | | | |
|--|------------|---|-------|---|--------------------|---|---|----------|
| Common Units Representing Limited Partner Interests | 11/15/2006 | D | 4,475 | D | \$ 37.16 (2) | 0 | I | By trust |
| Common Units Representing Limited Partner Interests | 11/15/2006 | D | 2,000 | D | \$ 37.16 (2) | 0 | D | |

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 Repo 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 |
| LEMMON DAVID L 1101 VENTURA HILLS STREET LAS VEGAS, NV 89144 | X | | | See Remark (1) below |

Signatures

David L.
Lemmon

11/15/2006

 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).
- (1) Includes 139 units acquired pursuant to dividend reinvestment plan during 2006. Common units were gifted to a revocable trust benefitting the reporting person's spouse and children.
- All units owned directly and indirectly were disposed of pursuant to merger agreement between the issuer, and Plains All American Pipeline, L.P. ("Plains") and the other parties thereto, in exchange for 4,985 common units representing limited partner interests in Plains. The reporting person received 0.77 Plains common units for each issuer common unit, 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.
- (2)

Remarks:

Remark (1) On the date of the reported transactions, the reporting person was a director of Pacific Energy Management, LLC,

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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