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PACIFIC ENERGY PARTNERS LP

Form 8-K

June 02, 2004

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

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FORM 8-K

CURRENT REPORT PURSUANT TO SECTION 13 OR 15(d)  
OF THE SECURITIES EXCHANGE ACT OF 1934

DATE OF REPORT (DATE OF EARLIEST EVENT REPORTED)  
June 1, 2004

PACIFIC ENERGY PARTNERS, L.P.  
(Exact name of registrant as specified in its charter)

Delaware	313345	68-0490580
(State or other jurisdiction of incorporation or organization)	(Commission File Number)	(IRS Employer Identification No.)

5900 Cherry Avenue  
Long Beach, CA 90805  
(Address of principal executive office)

(562) 728-2800  
(Registrant's telephone number,  
including area code)

ITEM 7. FINANCIAL STATEMENTS AND EXHIBITS.

(c) Exhibits.

99.1 Pacific Energy Partners, L.P., press release dated June 1, 2004.

ITEM 9. REGULATION FD DISCLOSURE.

Attached as Exhibit 99.1 is a copy of the press release of Pacific Energy Partners, L.P., dated June 1, 2004, announcing that it and its newly formed subsidiary Pacific Energy Finance Corporation intend to offer, subject to market conditions, \$240 million of senior unsecured notes due 2014 in a private placement.

In accordance with General Instruction B.2. of Form 8-K, the above information is being furnished pursuant to Item 9 of Form 8-K and shall not be deemed to be "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liabilities of that section,

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except if the registrant specifically states that the information is to be considered "filed" under the Securities Exchange Act of 1934, as amended, or incorporates it by reference into a filing under the Securities Act of 1933, as amended, or the Securities Exchange Act of 1934, as amended.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

PACIFIC ENERGY PARTNERS, L.P.

By: PACIFIC ENERGY GP, INC.  
its General Partner

By: /s/ G. Tywoniuk

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Gerald A. Tywoniuk  
Sr. VP, Chief Financial Officer and Treasurer

Date: June 1, 2004

EXHIBIT INDEX

Exhibit Number	Description
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Exhibit 99.1	Press Release of Pacific Energy Partners, L.P., dated June 1, 2004