## Edgar Filing: PACIFIC ENERGY PARTNERS LP - Form 4

### PACIFIC ENERGY PARTNERS LP

Form 4

November 17, 2006

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION									OMB APPROVAL			
	Washington, D.C. 20549								OMMISSION	OMB Number:	3235-028	
Check this b if no longer	OX									Expires:	January 31	
subject to Section 16. Form 4 or Form 5	F CHANGES IN BENEFICIAL OWN SECURITIES							Estimated average burden hours per response (				
obligations may continu See Instructi 1(b).	e. Section 17(	a) of the		ty Hold	ing	g Compa	ny A	Act of	Act of 1934, 1935 or Section			
(Print or Type Res	ponses)											
1. Name and Address of Reporting Person * SHAMAS JIM E			2. Issuer Name <b>and</b> Ticker or Trading Symbol					I	5. Relationship of Reporting Person(s) to Issuer			
			PACIFIC I [PPX]	ENERG	ŝΥ	PARTN	IERS	SLP	(Check	all applicable	)	
(Last) (First) (Middle)  5 MIDDLEFIELD ROAD			3. Date of Earliest Transaction (Month/Day/Year) 11/15/2006						X Director 10% Owner Officer (give title below) Other (specify below)			
5 WIIDDELI II	LLD KOMD		11/13/2000	3					See Rei	mark (1) below	V	
							6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person					
LITTLETON,	CO 80123							j	Form filed by Mo Person	ore than One Rep	porting	
(City)	(State)	(Zip)	Table I	- Non-De	eriv	vative Sec	uritie	es Acqu	ired, Disposed of,	or Beneficiall	y Owned	
1.Title of Security (Instr. 3)	2. Transaction E (Month/Day/Ye	ar) Exec any				4. Securit or(A) or Di (Instr. 3,	spose	d of (D)	Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
G				Code	V	Amount		Price	(Instr. 3 and 4)			
Common Units								\$				
Representing Limited Partnership Interests	11/15/2006			D		7,000	D	37.16 (1)	5 0	D		
Reminder: Report	on a separate line	for each c	lass of securition	es benefic	cial	lly owned	direct	tly or in	directly.			
·					F	Persons informati	who	respor ontain	nd to the collecti ed in this form a unless the form	re not	EC 1474 (9-02)	

displays a currently valid OMB control

number.

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#### 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	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title	and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	orNumber	Expiration D	ate	Amount	t of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underly	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)						
								^	mount		
									mount		
						Date	Expiration	Title N			
						Exercisable	Date	Title Number of			
				C + V	(A) (D)						
				Code V	(A) (D)			S	hares		

# **Reporting Owners**

Reporting Owner Name / Address		Relations	hips

Director 10% Owner Officer Other

SHAMAS JIM E

5 MIDDLEFIELD ROAD X See Remark (1) below

LITTLETON, CO 80123

# **Signatures**

Jim E. Shamas 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 the issuer, Plains, and other parties thereto, in exchange for 5,390 common units representing limited partner interests in Plains. The reporting person received 0.77 Plains common units for each common unit of the **(1)** 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.

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