

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 (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	05/30/2006		G	V	4,475 <u>(1)</u>	D	
Common Units Representing Limited Partner Interests	05/30/2006		G	V	4,475 <u>(1)</u>	A	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.

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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 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. Number of Derivative Securities Beneficially Owned (Instr. 5)
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## 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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