

SHACKOULS BOBBY S
Form 4
February 01, 2018

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 *
SHACKOULS BOBBY S

2. Issuer Name and Ticker or Trading Symbol
PLAINS GP HOLDINGS LP
[PAGP]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
333 CLAY STREET, SUITE 1600
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
01/02/2018

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

HOUSTON, TX 77002

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

(City) (State) (Zip)

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 Ownership (Instr. 4)
				(A) or (D)	Price		
Class A shares	01/02/2018		J ⁽¹⁾	V	4,506 \$ 21.95	A	D ⁽²⁾
Class A shares	01/02/2018		J ⁽¹⁾	V	4,506 \$ 21.95	A	I ⁽²⁾ By Spouse
Class A shares					0	I	By GRAT
Class A shares					0	I	By Spouse's GRAT

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(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. Number of Derivative Securities Beneficially Owned (Instr. 5)
				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
SHACKOULS BOBBY S 333 CLAY STREET, SUITE 1600 HOUSTON, TX 77002		X		

Signatures

/s/ Bobby S.
Shackouls 02/01/2018

**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) On January 2, 2018, the reporting person and his spouse each withdrew 4,506 Class A shares of PAGP from their respective grantor retained annuity trusts in exchange for the contribution of cash and bonds having equivalent value. The withdrawal of the Class A shares from the GRATs resulted in a decrease in the number of Class A shares beneficially owned indirectly through the GRATs, and a corresponding increase in the number of Class A shares beneficially owned directly and indirectly through spouse. The reporting person believes that the withdrawal of the Class A shares from the GRATs constitutes a change in form of beneficial ownership, which is exempt under Rule 16a-13 of the Exchange Act.
- (2) All Class A shares owned by the reporting person and his spouse, including the withdrawn Class A shares, were subsequently contributed to newly-created GRATs and are now beneficially owned indirectly as follows: 4,506 Class A shares are beneficially owned indirectly through the reporting person's 2018 GRAT, and 4,506 Class A shares are beneficially owned indirectly through the 2018 GRAT of the reporting person's spouse. The contributions of Class A shares to the 2018 GRATs are also exempt under Rule 16a-13 of the Exchange Act.

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Act.

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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