PLAINS GP HOLDINGS LP

Form 4

February 10, 2016

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB 3235-0287

OMB APPROVAL

Number: January 31,

Expires: 2005 Estimated average

burden hours per

5. Relationship of Reporting Person(s) to

response... 0.5

if no longer subject to Section 16. Form 4 or

Check this box

Form 5 obligations may continue. See Instruction

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

2. Issuer Name and Ticker or Trading

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *

| ARMST | RONG GREG L | | Symbol PLAINS GP I [PAGP] | HOLDINGS | LP | | Issuer (Check | all applicable |) |
|--------------------------------------|--------------------------------------|--|--|--|--------|-----------|--|--|---|
| (Last) | (First) AY STREET, # 16 | | 3. Date of Earlies (Month/Day/Yea 02/10/2016 | | | | X Director X Officer (give to below) Chairman o | | |
| HOUSTO | (Street) ON, TX 77002 | | 4. If Amendment Filed(Month/Day/ | , | | | 6. Individual or Joi Applicable Line) _X_ Form filed by Oi Form filed by Mo Person | ne Reporting Pe | rson |
| (City) | (State) | (Zip) | Table I - No | on-Derivative S | Securi | ties Acqu | ired, Disposed of, | or Beneficial | ly Owned |
| 1.Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Dat any (Month/Day/Y | Code | 4. Securities Appropriate Appropriate Amount | D) | Price | 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) |
| Class A Shares | 02/10/2016 | | P | 1,000,000 | A | 5.8637 | 1,200,000 | D | |

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

(1)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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| 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. Transactio Code (Instr. 8) | 5. onNumber of Derivative Securities Acquired (A) or Disposed of (D) | | ate | Amount Underly Securiti | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr |
|---|---|---|---|--|---|---------------------|--------------------|-------------------------------|---|---|---|
| | | | | Code V | (Instr. 3, 4, and 5) (A) (D) | Date Exercisable | Expiration Date | Title N | Amount or Number of Shares | | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | | | | |
|--|---------------|-----------|-----------------------------|-------|--|--|--|
| Reporting Owner Plante, Plantess | Director | 10% Owner | Officer | Other | | | |
| ARMSTRONG GREG L 333 CLAY STREET, # 1600 HOUSTON, TX 77002 | X | | Chairman of the Board & CEO | | | | |

Signatures

/s/ Ann F. Gullion,
attorney-in-fact 02/11/2016
**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).

Reflects the weighted average purchase price for the Class A shares. These shares were purchased in multiple transactions at prices

(1) ranging from \$5.09 to \$6.07, inclusive. The reporting person will provide upon request by the SEC staff, the issuer or any security holder of the issuer, full information regarding the number of shares purchased at each separate price.

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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