

PLAINS GP HOLDINGS LP
 Form 4/A
 February 16, 2016

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 *
SINNOTT ROBERT V

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)

3. Date of Earliest Transaction (Month/Day/Year)
02/10/2016

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

1800 AVE OF THE STARS, 3RD FLOOR

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)
02/12/2016

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

LOS ANGELES, CA 90067

(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)	(A) or (D)	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		A	17,116,678	A	\$ 0 17,116,678	I	See Footnotes (1) (2) (3) (4) (5)
Class A Shares	02/10/2016		A	1,487,244	A	\$ 0 1,487,244	I	Rosa Sinnott 2010 GRAT dtd 1/28/10 John Sinnott,

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Class A Shares	02/10/2016	A	1,487,244	A	\$ 0	1,487,244	I	TTEE ⁽⁶⁾ Robert Sinnott 2010 GRAT dtd 1/28/10 John Sinnott, TTEE ⁽⁶⁾	
Class A Shares	02/10/2016	P	200,000	A	\$ 5.65	200,000	I	See Footnote ⁽⁷⁾	
Class A Shares	02/10/2016	P	100,000	A	\$ 5.72	100,000	I	See Footnote ⁽⁸⁾	
Class A Shares	02/10/2016	J	17,116,678	D	\$ 0	0	I	See Footnotes ^{(1) (2) (3) (4) (5)}	
Class A Shares	02/11/2016	A	704,075	A	\$ 0	704,075	I	See Footnotes ^{(1) (2) (3) (4) (5)}	
Class A Shares	02/11/2016	J	704,075	D	\$ 0	0	I	See Footnotes ^{(1) (2) (3) (4) (5)}	

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 Underlying Security (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Class A Units in	\$ 0	02/10/2016		M ⁽¹⁾⁽²⁾⁽³⁾⁽⁴⁾⁽⁵⁾	20,091,166	⁽¹⁾⁽²⁾	⁽¹⁾⁽²⁾	Class A

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Cliffwood Energy Partners, L.P. is a family investment vehicle. Mr. Sinnott is the managing member of the general partner. Class A shares were purchased in the open market at prices between \$5.52 and \$5.83 per share.

- (8) Robert and Rosa Sinnott Living Trust dtd 10/24/97, Robert V. Sinnott and Rosa K. Sinnott, Trustees. Class A shares were purchased in the open market at prices between \$5.52 and \$5.83 per share.

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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