

PACIFIC ENERGY PARTNERS LP
 Form 3
 March 14, 2005

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â Weber Jeffrey Carl | | (Month/Day/Year) | PACIFIC ENERGY PARTNERS LP [PPX] | |
| (Last) | (First) | (Middle) | 03/03/2005 | |
| 399 PARK AVENUE,Â 9TH FLOOR | | | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| (Street) | | | (Check all applicable) | |
| NEW YORK,Â NYÂ 10022 | | | <input checked="" type="checkbox"/> Director | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| (City) | (State) | (Zip) | <input type="checkbox"/> 10% Owner | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
| | | | <input type="checkbox"/> Officer | <input type="checkbox"/> Form filed by More than One Reporting Person |
| | | | <input type="checkbox"/> Other | |
| | | | (give title below) (specify below) | |
| | | | See remark (1) below | |

Table I - Non-Derivative Securities Beneficially Owned

| | | | |
|---------------------------------|---|--|---|
| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|---|

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

SEC 1473 (7-02)

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

| | | | | | |
|--|--|---|--|--|---|
| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | |

(Instr. 5)

| | | | | | | | |
|---|-------|-------|--|-----------|--------|---|--------------------|
| Subordinated Units Representing Limited Partner Interests | Â (1) | Â (2) | Common Units Representing Limited Partner Interests | 2,616,250 | \$ (6) | I | see footnote 3 (3) |
| Subordinated Units Representing Limited Partner Interests | Â (4) | Â (2) | Common Units Representing Limited Partner Interests | 2,616,250 | \$ (6) | I | see footnote 3 (3) |
| Subordinated Units Representing Limited Partner Interests | Â (5) | Â (2) | Common Units Representing Limited Partner Interests | 5,232,500 | \$ (6) | I | see footnote 3 (3) |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|----------------------|
| | Director | 10% Owner | Officer | Other |
| Weber Jeffrey Carl 399 PARK AVENUE 9TH FLOOR NEW YORK, NY 10022 | Â X | Â | Â | See remark (1) below |

Signatures

Jeffrey C. Weber 03/14/2005
 **Signature of Date
 Reporting Person

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(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) The Subordinated Units are convertible into Common Units of the Issuer immediately after the distribution of available cash to partners in respect of any quarter ending on or after June 30, 2005, assuming certain financial tests in the Issuer's partnership agreement have been satisfied.
- (2) None.
- (3) Mr. Weber is a Vice President of Lehman Brothers Inc. Affiliates of Lehman Brothers Inc. beneficially own the Subordinated Units Representing Limited Partner Interests reported herein. Mr. Weber disclaims beneficial ownership of such securities.
- (4) The Subordinated Units are convertible into Common Units of the Issuer immediately after the distribution of available cash to partners in respect of any quarter ending on or after June 30, 2006, assuming certain financial tests in the Issuer's partnership agreement have been satisfied.
- (5)

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The Subordinated Units are convertible into Common Units of the Issuer immediately after the distribution of available cash to partners in respect of any quarter ending on or after June 30, 2007, assuming certain financial tests in the Issuer's partnership agreement have been satisfied.

(6) 1-for-1

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Remarks:

Remark (1) - Mr. Weber is the Director of Pacific Energy Management LLC, the general partner

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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