

PACIFIC ENERGY PARTNERS LP
 Form 4
 April 07, 2005

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 *
POLSON DOUGLAS 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)
555 17TH STREET, SUITE 3310
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
04/05/2005

Director 10% Owner
 Officer (give title below) Other (specify below)
 See Remark (1) below

DENVER, CO 80202

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 Indirect Beneficial Ownership (Instr. 4) |
|---|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | | (A) or (D) | Price | | |
| Common Units Representing Limited Partner Interests | 04/05/2005 | | S ⁽¹⁾ | 500 | D \$ 31 | 83,680 | D |
| Common Units Representing Limited Partner Interests | 04/05/2005 | | S ⁽¹⁾ | 600 | D \$ 31.15 | 83,080 | D |

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| | | | | | | | |
|--|------------|------------------------|-----|---|-------------|--------|---|
| Common Units Representing Limited Partner Interests | 04/05/2005 | <u>S⁽¹⁾</u> | 400 | D | \$ 31.2 | 82,680 | D |
| Common Units Representing Limited Partner Interests | 04/06/2005 | <u>S⁽¹⁾</u> | 500 | D | \$ 30.62 | 82,180 | D |
| Common Units Representing Limited Partner Interests | 04/06/2005 | <u>S⁽¹⁾</u> | 500 | D | \$ 30.61 | 81,680 | D |
| Common Units Representing Limited Partner Interests | 04/06/2005 | <u>S⁽¹⁾</u> | 500 | D | \$ 31.19 | 81,180 | D |
| Common Units Representing Limited Partner Interests | 04/07/2005 | <u>S⁽¹⁾</u> | 200 | D | \$ 30.89 | 80,980 | D |
| Common Units Representing Limited Partner Interests | 04/07/2005 | <u>S⁽¹⁾</u> | 300 | D | \$ 30.88 | 80,680 | D |
| Common Units Representing Limited Partner Interests | 04/07/2005 | <u>S⁽¹⁾</u> | 500 | D | \$ 31.05 | 80,180 | D |
| Common Units Representing Limited Partner | 04/07/2005 | <u>S⁽¹⁾</u> | 500 | D | \$ 31.04 | 79,680 | D |

Interests

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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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 Owned Beneficially (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | 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 |
| POLSON DOUGLAS L 555 17TH STREET, SUITE 3310 DENVER, CO 80202 | X | | | See Remark (1) below |

Signatures

Douglas L.
Polson
04/07/2005
**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) The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on March 16, 2005.

Remarks:

Remark (1) - Mr. Polson is a director of Pacific Energy Management LLC, the general partner of Pacific Energy GP, LP, gen

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