

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

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) Date Exercisable Expiration Date | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) Title Amount or Number of Shares | 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) |
|---|--|---|--|--|--|

| | | | | | | | |
|---|-------|-------|--|-----------|--------|---|--------------------|
| 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 |
| Manning Christopher Reid 399 PARK AVENUE 9TH FLOOR NEW YORK, NY 10022 | Â X | Â | Â See Remark (1) below | Â |

Signatures

Christopher R. Manning 03/14/2005

**Signature of Reporting Person Date

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. Manning is a Managing Director of Lehman Brothers Inc. Affiliates of Lehman Brothers Inc. beneficially own the Subordinated Units Representing Limited Partner Interests reported herein. Mr. Manning 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

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- The Subordinated Units are convertible into Common Units of the Issuer immediately after the distribution of available cash to partners
- (5) 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. Manning is the Chairman 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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