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PACIFIC ENERGY PARTNERS LP

Form 3 June 06, 2006

FORM 3

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

OMB APPROVAL OMB

3235-0104 Number:

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF **SECURITIES**

January 31, Expires: 2005

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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

response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting

Person *

À Lehman Brothers Private

Equity Advisors LLC (Last)

(First)

(Middle)

Statement

(Month/Day/Year) 05/12/2005

2. Date of Event Requiring 3. Issuer Name and Ticker or Trading Symbol

PACIFIC ENERGY PARTNERS LP [PPX]

745 SEVENTH AVENUE

(Street)

4. Relationship of Reporting

(Check all applicable)

See Remark (1).

5. If Amendment, Date Original

Filed(Month/Day/Year)

Director Officer

Person(s) to Issuer

10% Owner _X__ Other (give title below) (specify below)

6. Individual or Joint/Group

Filing(Check Applicable Line) _X_ Form filed by One Reporting Person

Form filed by More than One

Reporting Person

NEW YORK, NYÂ 10019

(City) (State)

1. Title of Security (Instr. 4)

(Zip)

Beneficially Owned

2. Amount of Securities

(Instr. 4)

Table I - Non-Derivative Securities Beneficially Owned

Ownership Form: Direct (D)

4. Nature of Indirect Beneficial

Ownership (Instr. 5)

or Indirect (I) (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

Ownership Form of Derivative Security:

6. Nature of Indirect Beneficial Ownership (Instr. 5)

Date Exercisable

Expiration Title Date

Amount or Number of Shares

Derivative Security

Direct (D) or Indirect (I)

(Instr. 5)

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

Director 10% Owner Officer Other

Lehman Brothers Private Equity Advisors LLC 745 SEVENTH AVENUE NEW YORK, NYÂ 10019

 \hat{A} \hat{A} See Remark (1).

Signatures

Ashvin Rao, Authorized Signatory of Lehman Brothers Private Equity Advisers LLC

06/06/2006

**Signature of Reporting Person

Date

Explanation of Responses:

No securities are beneficially owned

- * 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).

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Remarks:

Remark (1) - The reporting person may be deemed to be a director of the Issuer by virtue of 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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