

PACIFIC ENERGY PARTNERS LP
 Form 5
 January 04, 2006

FORM 5

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

OMB APPROVAL

OMB Number: 3235-0362
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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).
 Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

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)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
 12/31/2005

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

See Remark (1) below

5273 HORSESHOE TRAIL, P.O.
 BOX 349

(Street)

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

6. Individual or Joint/Group Reporting

(check applicable line)

SEDALIA, MO 64681

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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Ownership (Instr. 4)
Common Units Representing Limited Partner Interests	03/23/2005		S4 ⁽¹⁾	100 D	\$ 30.03	D	
Common	03/23/2005		S4 ⁽¹⁾	200 D	\$ 30.1	D	

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Units
Representing
Limited
Partner
Interests

Common
Units
Representing
Limited
Partner
Interests

04/13/2005	Â		S4 ⁽¹⁾	500	D	\$ 30.45	99,631	D	Â
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Common
Units
Representing
Limited
Partner
Interests

04/21/2005	Â		S4 ⁽¹⁾	500	D	\$ 30.73	99,631	D	Â
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Common
Units
Representing
Limited
Partner
Interests

04/22/2005	Â		S4 ⁽¹⁾	200	D	\$ 31.3	99,631	D	Â
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Common
Units
Representing
Limited
Partner
Interests

04/27/2005	Â		S4 ⁽¹⁾	200	D	\$ 31.85	99,631	D	Â
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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. of Derivative Security (Instr. 5)
					(A) (D)	Date Exercisable Date	Title Amount or Number		

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
POLSON DOUGLAS L 5273 HORSESHOE TRAIL P.O. BOX 349 SEDALIA, CO 80135	X			See Remark (1) below

Signatures

Douglas L. Polson 01/04/2006

**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) This transaction was inadvertently omitted from the reporting person's Form 4 as a result of administrative error by Merrill Lynch, reporting person's brokerage firm.

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Remarks:

(1) Mr. Polson is a Director of Pacific Energy Management LLC, the general partner of Pacific Energy Management LP.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.