

BAY FRANKLIN R  
 Form 4  
 April 23, 2003  
 SEC Form 4

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| <p><b>FORM 4</b></p> <p><input type="checkbox"/> Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).</p>                                                                                                                                                    | <p><b>UNITED STATES SECURITIES AND EXCHANGE COMMISSION</b><br/>                 Washington, D.C. 20549</p> <p><b>STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP</b></p> <p>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</p> | <p>OMB APPROVAL</p> <hr/> <p>OMB Number: 3235-0287<br/>                 Expires: January 31, 2005<br/>                 Estimated average burden hours per response. . . . . 0.5</p> |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             |
| <p>1. Name and Address of Reporting Person*</p> <p><b>Bay, Franklin R.</b></p> <hr/> <p>(Last) (First)<br/>                 (Middle)</p> <p><b>Plains Resources Inc.</b><br/> <b>500 Dallas, Suite 700</b></p> <hr/> <p>(Street)</p> <p><b>Houston, TX 77002</b></p> <hr/> <p>(City) (State)<br/>                 (Zip)</p> | <p>2. Issuer Name and Ticker or Trading Symbol</p> <p><b>Plains Resources Inc.</b><br/> <b>PLX</b></p> <hr/> <p>3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)</p>                                                                                                                                                                           | <p>4. Statement for (Month/Day/Year)</p> <p><b>03/12/2003</b></p> <hr/> <p>5. If Amendment, Date of Original (Month/Day/Year)</p>                                                   | <p>6. Relationship of Reporting Person(s) to Issuer (Check all applicable)</p> <p><input type="checkbox"/> Director <input type="checkbox"/> 10% Owner<br/> <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)</p> <p>Description <b>Senior Vice President of Corporate Development, Chief Legal Officer and Secretary</b></p> <hr/> <p>7. Individual or Joint/Group Filing (Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person<br/> <input type="checkbox"/> Form filed by More than One Reporting Person</p> |

**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) |  |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|---|--------------------------------------------------------------------|------------|----------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------|--|
|                                 |                                      |                                                    | Code                           | V | Amount                                                             | A/D        | Price    |                                                                                               |                                                          |                                                       |  |
| <b>Common Stock</b>             | <b>03/12/2003</b>                    |                                                    | <b>A</b>                       |   | <b>15,000</b>                                                      | <b>(1)</b> | <b>A</b> | <b>(1)</b>                                                                                    | <b>15,000</b>                                            | <b>D</b>                                              |  |

**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) | 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 Beneficially Owned Following Reported Transaction(s) | 10. Ownership Form of Derivative Securities: |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|--------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|--------------------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------|
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|--------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|--------------------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------|

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|  |    |  | Day/<br>Year) | Disposed<br>Of (D) |   |   |   | DE | ED | Title | Amount<br>or<br>Number<br>of<br>Shares | Transaction(s)<br>(Instr.4) | Direct (D)<br>or<br>Indirect (I)<br><br>(Instr.4) |
|--|----|--|---------------|--------------------|---|---|---|----|----|-------|----------------------------------------|-----------------------------|---------------------------------------------------|
|  |    |  |               | Code               | V | A | D |    |    |       |                                        |                             |                                                   |
|  | \$ |  |               |                    |   |   |   |    |    |       | \$                                     |                             |                                                   |

**Explanation of Responses:**

(1) Represents Restricted Stock Units granted on March 12, 2003 (the "Grant Date"). Vesting for these Restricted Stock Units is as follows: 100% vesting on the 3rd anniversary of the Grant Date unless, at any time after 18 months from the Grant Date, the closing price of the Issuer's common stock equals or exceeds 150% of the closing price of the Issuer's common stock on the Grant Date for 30 consecutive trading days, all as reported on the New York Stock Exchange, in which event the Restricted Stock Units fully vest immediately.

**By:** /s/ Franklin R. Bay, Senior Vice President of Corporate Development, Chief Legal Officer and Secretary  
**Date:** 04/23/2003

\*\* Signature of Reporting Person

SEC 1474 (9-02)

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

\* 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).  
 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.