O'Shea Donald C Form 4 February 19, 2013

## FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB APPROVAL OMB** 

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obligations may continue. See Instruction

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(b).

(Last)

(City)

1. Name and Address of Reporting Person \* O'Shea Donald C

(First)

(Street)

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

PAA NATURAL GAS STORAGE LP [PNG]

(Check all applicable) Director 10% Owner

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

02/14/2013

X\_ Officer (give title Other (specify below) below)

6. Individual or Joint/Group Filing(Check

333 CLAY STREET, SUITE 1500

(Middle)

Controller/Chief Acctg Officer

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

Applicable Line)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

Person

HOUSTON, TX 77002

(State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) (Instr. 3)

Execution Date, if (Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of Securities Beneficially Owned Following

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial (I) Ownership (Instr. 4) (Instr. 4)

Reported (A) Code V Amount (D) Price

Transaction(s) (Instr. 3 and 4)

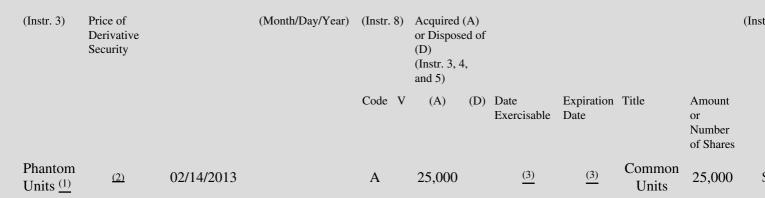
Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of 3. Transaction Date 3A. Deemed 4. 5. Number of 6. Date Exercisable and 7. Title and Amount of 8. Pı Derivative Conversion (Month/Day/Year) Execution Date, if **Transaction**Derivative **Expiration Date Underlying Securities** Deri Security or Exercise any Code Securities (Month/Day/Year) (Instr. 3 and 4) Secu

#### Edgar Filing: O'Shea Donald C - Form 4



# **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

O'Shea Donald C 333 CLAY STREET, SUITE 1500 HOUSTON, TX 77002

Controller/Chief Acctg Officer

## **Signatures**

/s/ Donald C. O'Shea 02/18/2013

\*\*Signature of Date
Reporting Person

#### **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) Grant of Phantom Units under Issuer's Long-Term Incentive Plan. Includes associated distribution equivalent rights payable in cash.
- (2) One Common Unit is deliverable, upon vesting, for each phantom unit that vests.
  - These phantom units will vest in one-third tranches on the dates we pay annualized distributions of \$1.45, \$1.50 and \$1.55. Fifty percent of any unvested phantom units in a particular tranche that remain outstanding as of the August 2016, 2017 and 2018 distribution dates
- (3) will vest on such date and the remaining portion will be forfeited as of the August 2019 distribution date if the applicable performance conditions for such tranche have not been met by such date. DERs associated with these awards will vest in one-third increments on the August 2014, 2015 and 2016 distribution dates, provided that PNG's quarterly distribution remains at least \$1.43 (annualized) per unit.

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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