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ATLAS PIPELINE PARTNERS LP

Form 4

February 20, 2014

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB

OMB APPROVAL

Number:

3235-0287

Expires:

January 31, 2005

0.5

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obligations

may continue.

See Instruction

Check this box

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(b).

(Print or Type Responses)

| 1. Name and Ad COHEN EDV | • | ing Person * | 2. Issuer Name and Ticker or Trading Symbol | 5. Relationship of Reporting Person(s) to Issuer | | | |
|-----------------------------------|-------------|--------------|--|--|--|--|--|
| | | | ATLAS PIPELINE PARTNERS LP [APL] | (Check all applicable) | | | |
| (Last) | (First) | (Middle) | 3. Date of Earliest Transaction (Month/Day/Year) | _X_ Director 10% Owner _X_ Officer (give title Other (specify | | | |
| 1845 WALNUT STREET, 10TH FLOOR | | | 02/18/2014 | below) below) Chairman | | | |
| | (Street) | | 4. If Amendment, Date Original | 6. Individual or Joint/Group Filing(Check | | | |
| PHILADELP | PHIA, PA 19 | 103 | Filed(Month/Day/Year) | Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person | | | |
| (City) | (State) | (Zin) | | | | | |

| (City) | (State) | Table 1 - 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. Transactic Code (Instr. 8) | 4. Securition Dispose (Instr. 3, 4 | ed of | ` ′ | 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) | |
| Common Units | 02/20/2014 | | P | 10,000 | A | \$ 30.227 | 10,000 | I | By Spouse Trust | |
| Common Units | 02/18/2014 | | A | 50,000 | A | <u>(1)</u> | 209,000 (2) | D | | |
| Common Units | | | | | | | 80,100 | I | By Partnership (3) | |

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)

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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 | 2. | 3. Transaction Date | 3A. Deemed | 4. | 5. | 6. Date Exer | cisable and | 7. Title an | id 8. | Price of | 9. Nı |
|-------------|-------------|---------------------|--------------------|-------------|------------|--------------|-------------|--------------|--------|-----------|-------|
| Derivative | Conversion | (Month/Day/Year) | Execution Date, if | Transaction | orNumber | Expiration D | ate | Amount of | of De | erivative | Deriv |
| Security | or Exercise | | any | Code | of | (Month/Day/ | /Year) | Underlyin | ig Se | curity | Secu |
| (Instr. 3) | Price of | | (Month/Day/Year) | (Instr. 8) | Derivative | e | | Securities | (In | istr. 5) | Bene |
| | Derivative | | | | Securities | | | (Instr. 3 ar | nd 4) | | Own |
| | Security | | | | Acquired | | | | | | Follo |
| | | | | | (A) or | | | | | | Repo |
| | | | | | Disposed | | | | | | Tran |
| | | | | | of (D) | | | | | | (Inst |
| | | | | | (Instr. 3, | | | | | | |
| | | | | | 4, and 5) | | | | | | |
| | | | | | | | | Δm | nount | | |
| | | | | | | | | or | iouiii | | |
| | | | | | | Date | Expiration | | mber | | |
| | | | | | | Exercisable | Date | of | moer | | |
| | | | | Code V | (A) (D) | | | | ares | | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | | | | |
|--------------------------------|---------------|-----------|----------|-------|--|--|--|
| | Director | 10% Owner | Officer | Other | | | |
| COHEN EDWARD E | | | | | | | |
| 1845 WALNUT STREET, 10TH FLOOR | X | | Chairman | | | | |
| PHILADELPHIA PA 19103 | | | | | | | |

Signatures

Gerald R. Shrader, Attorney-in-Fact

**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).

The reporting person is a participant in the Atlas Pipeline Partners, L.P. 2010 Long-Term Incentive Plan (the "Plan"). The reporting person received 50,000 phantom units under the Plan on February 18, 2014. Each phantom unit represents the right to receive, upon

- (1) vesting, one common unit of limited partnership interest of the Partnership. The phantom units will vest over a 3 year period, with 33% vesting on the first anniversary of the grant date, 33% vesting on the second anniversary of the grant date and 34% vesting on the third anniversary of the grant date. The units are receivable without additional consideration.
- (2) 175,000 of these units remain subject to vesting schedules.
- (3) The reporting person and his spouse are the sole shareholders, officers and directors of the corporate general partner of Solomon Investment Partnership, L.P. a limited partnership, and are the sole partners of the partnership.

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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