

Karlovich Robert W III  
 Form 3  
 November 19, 2009

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF 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

(Print or Type Responses)

1. Name and Address of Reporting Person *		2. Date of Event Requiring Statement	3. Issuer Name <b>and</b> Ticker or Trading Symbol	
K̂ Karlovich Robert W III		(Month/Day/Year)	ATLAS PIPELINE PARTNERS LP [APL]	
(Last)	(First)	(Middle)	4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
1845 WALNUT STREET, 10TH FLOOR			(Check all applicable)	
(Street)			___ Director	___ 10% Owner
			<u>X</u> Officer	___ Other
			(give title below)	(specify below)
PHILADELPHIA, PA 19103			Chief Accounting Officer	
(City)	(State)	(Zip)		6. Individual or Joint/Group Filing(Check Applicable Line)
				<u>X</u> Form filed by One Reporting Person
				___ Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Units	1,000 <sup>(1)</sup>	D	K̂

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 Derivative Security	5. Ownership Form of Derivative Security: Direct (D)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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	Date Exercisable	Expiration Date	Amount or Number of Shares	or Indirect (I) (Instr. 5)
Equity-Indexed Bonus Units	Â (2)	Â (2)	Common Units (2)	\$ (2) D Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Karlovich Robert W III 1845 WALNUT STREET, 10TH FLOOR PHILADELPHIA, PA 19103	Â	Â	Â Chief Accounting Officer	Â

## Signatures

Gerald R. Shrader,  
Attorney-in-Fact

11/19/2009

\_\_Signature of Reporting Person Date

## Explanation of Responses:

- \* 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).
- (1) The undersigned is a participant in the Atlas Pipeline Partners, L.P. (the "Partnership") Long-Term Incentive Plan (the "Plan"). The undersigned received 1,000 phantom units under the Plan on March 3, 2008. Each phantom unit represents the right to receive, upon vesting, one common unit of limited partner interest in the Partnership. 750 of these common units are restricted and vest 250 common units per year over three years.
- (2) The undersigned is a participant in the Atlas Pipeline Mid-Continent, LLC ("Mid-Continent") 2009 Equity-Indexed Bonus Plan (the "Equity-Indexed Plan"). The undersigned received 25,000 equity-indexed bonus units under the Equity-Indexed Plan on June 1, 2009. Each equity-indexed bonus unit represents the right to receive, upon vesting, the then fair market value in cash of a common unit of the Partnership. The equity-indexed bonus unit vest 33% on June 1, 2010 and 2011, and 34% on June 1, 2012. This award can only be paid in cash.

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.