### Edgar Filing: ATLAS PIPELINE PARTNERS LP - Form 4

#### ATLAS PIPELINE PARTNERS LP

Form 4 June 30, 2014

### FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

**OMB APPROVAL** 

**OMB** 3235-0287 Number:

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if no longer subject to Section 16. Form 4 or Form 5

obligations

Check this box

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * COHEN JONATHAN Z			2. Issuer Name and Ticker or Trading Symbol ATLAS PIPELINE PARTNERS LP [APL]				_	5. Relationship of Reporting Person(s) to Issuer  (Check all applicable)			
(Last) 1845 WAL	(Month/D 45 WALNUT STREET, 10TH 06/28/20			of Earliest Transaction Day/Year) 2014				X Director 10% Owner Other (specify below) Vice Chairman			
Filed(Mont				endment, Date Original nth/Day/Year)				6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting			
PHILADELPHIA, PA 19103								Person			
(City)	(State)	(Zip)	Tabl	e I - Non-D	erivative S	ecuri	ties Ac	quired, Disposed	of, or Beneficia	ally Owned	
1.Title of Security (Instr. 3)	2. Transaction Dat (Month/Day/Year)	) Execution any	med on Date, if Day/Year)	3. Transactic Code (Instr. 8)	4. Securiti on(A) or Dis (D) (Instr. 3, 4	posec	l 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)		
Common Units	06/28/2014			A	20,000	A	<u>(1)</u>	283,527 (2)	D		
Common Units								33,000	I	By Childrens' Trust (3)	
Common Units								10,000	I	By Trust (4)	
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 Exerc	cisable and	7. Titl	e and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	onNumber	Expiration D	ate	Amou	nt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securi	ities	(Instr. 5)	Bene
	Derivative				Securities			(Instr.	3 and 4)		Owne
	Security				Acquired						Follo
					(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									Amount		
									Amount		
						Date	Expiration	Title	or Number		
						Exercisable	Date	Title	of		
				Code V	(A) (D)						
				Coue v	(A) (D)				Shares		

## **Reporting Owners**

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
COHEN JONATHAN Z 1845 WALNUT STREET, 10TH FLOOR	X		Vice Chairman				
PHILADELPHIA. PA 19103	21		v ice chairman				

## **Signatures**

Gerald R. Shrader, Attorney-in-Fact 06/30/2014

\*\*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 20,000 phantom units under the Plan on June 28, 2014. Each phantom unit represents the right to receive, upon vesting, one common unit of limited partnership interest of the Partnership. The phantom units vest 25% per year, beginning on the first anniversary of the award. The units are receivable without additional consideration.
- (2) 195,000 of these units remain subject to vesting schedules.
- (3) The reporting person is a co-trustee of the trust and disclaims beneficial ownership.
- (4) The reporting person is a co-trustee and co-beneficiary of the trust.

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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