Edgar Filing: ATLAS PIPELINE PARTNERS LP - Form 4

ATLAS PIPELINE PARTNERS LP

Form 4

February 13, 2015

FORM 4

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

OMB 3235-0287 Number:

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

January 31, Expires: 2005

OMB APPROVAL

Form 4 or Form 5 obligations may continue.

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

burden hours per response... 0.5

Estimated average

See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * BANKS TONY C

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to Issuer

Symbol

ATLAS PIPELINE PARTNERS LP

(Check all applicable)

[APL]

(Last)

(Middle)

3. Date of Earliest Transaction

_X__ Director 10% Owner

(Month/Day/Year)

02/11/2015

_ Other (specify Officer (give title

1845 WALNUT STREET, 10TH

(First)

(Street)

FLOOR

4. If Amendment, Date Original

Applicable Line)

Filed(Month/Day/Year)

X Form filed by One Reporting Person Form filed by More than One Reporting

6. Individual or Joint/Group Filing(Check

PHILADELPHIA, PA 19103

(City)	(State) (Z	(Zip) 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. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5) (A)))	5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code V	Amount	or	Price	Transaction(s) (Instr. 3 and 4)			
Common Units	02/11/2015		M	327	A	(1)	5,176	D		
Common Units	02/11/2015		M	349	A	(1)	5,525	D		
Common Units	02/11/2015		M	382	A	<u>(1)</u>	5,907	D		
Common Units	02/11/2015		M	563	A	<u>(1)</u>	6,470	D		

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

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SEC 1474 (9-02)

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. Transactic Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Pr Deri Secu (Inst
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Phantom Units	(1)	02/11/2015		M		327 (1)	<u>(1)</u>	<u>(1)</u>	Common Units	327	
Phantom Units	(1)	02/11/2015		M		349 (1)	<u>(1)</u>	<u>(1)</u>	Common Units	349	
Phantom Units	(1)	02/11/2015		M		382 (1)	<u>(1)</u>	<u>(1)</u>	Common Units	382	
Phantom Units	(1)	02/11/2015		M		563 (1)	<u>(1)</u>	<u>(1)</u>	Common Units	563	
Phantom Units	<u>(2)</u>	02/11/2015		A	2,839		(2)	(2)	Common Units	2,839	

Reporting Owners

Relationships Reporting Owner Name / Address

10% Owner Officer Other Director

BANKS TONY C 1845 WALNUT STREET, 10TH FLOOR X PHILADELPHIA, PA 19103

Signatures

Gerald R. Shrader, 02/13/2015 Attorney-in-Fact

**Signature of Reporting Person Date

2 Reporting Owners

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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 "2010 Plan") and received 1,305 phantom units under the 2010 Plan on February 11, 2011, 1,397 phantom units under the 2010 Plan on February 11, 2012, 1,531
- phantom units under the 2010 Plan on February 11, 2013, and 2,255 phantom units under the 2010 Plan on February 11, 2014. Each phantom unit represents the right to receive, upon vesting, either one common unit of limited partner interest of the Partnership or its then fair market value in cash; the phantom units vest 25% per year. The reporting person elected to receive common units for the vestings that occurred on February 11, 2015. The units are receivable without additional consideration.
- (2) The reporting person received 2,839 phantom units under the 2010 Plan on February 11, 2015.

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.