ATLAS PIPELINE PARTNERS LP

Form 4 July 03, 2014

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

Expires:

January 31, 2005

0.5

Estimated average burden hours per response...

OMB APPROVAL

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

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

1(b).

(City)

(State)

(Zip)

(Print or Type Responses)

1. Name and Address of Reporting Person STAINES MICHAEL L	* 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 Officer (give title Other (specify		
1845 WALNUT STREET, 10TH FLOOR	07/01/2014	below) below)		
(Street)	4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
	Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person		
PHILADELPHIA, PA 19103		Form filed by More than One Reporting Person		

(City)	(State)	Table	e I - Non-D	erivative	Secur	ities Acq	uired, Disposed o	f, or Beneficial	ly 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. Securi on(A) or Do (Instr. 3,	ispose 4 and (A) or	d of (D)	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	07/01/2014		M	125	A	<u>(1)</u>	13,478	D	
Common Units	07/01/2014		M	378	A	<u>(1)</u>	13,856	D	
Common Units	07/01/2014		M	400	A	<u>(1)</u>	14,256	D	
Common Units	07/01/2014		M	480	A	<u>(1)</u>	14,736	D	
Common Units	07/01/2014		D	1,383	D	\$ 34.83	13,353	D	

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(1)

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)	orDerivative Exp		Expiration D	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Phantom Units	(1)	07/01/2014		M		125	<u>(1)</u>	<u>(1)</u>	Common Units	125	
Phantom Units	<u>(1)</u>	07/01/2014		M		378	<u>(1)</u>	<u>(1)</u>	Common Units	378	
Phantom Units	(1)	07/01/2014		M		400	<u>(1)</u>	<u>(1)</u>	Common Units	400	
Phantom Units	(1)	07/01/2014		M		480	<u>(1)</u>	<u>(1)</u>	Common Units	480	
Phantom Units	<u>(2)</u>	07/01/2014		A	2,153		(2)	(2)	Common Units	2,153	

Reporting Owners

Reporting Owner Name / Address		Relationships					
	Director	10% Owner	Officer	Other			

STAINES MICHAEL L 1845 WALNUT STREET, 10TH FLOOR X PHILADELPHIA, PA 19103

Signatures

Gerald R. Shrader, Attorney-in-Fact 07/03/2014

**Signature of Reporting Person Date

Reporting Owners 2

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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. (the "Partnership") 2004 Long Term Incentive Plan (the "2004 Plan"). The reporting person received 500 phantom units under the Plan on July 1, 2010. The reporting person is also a participant in the Atlas Pipeline Partners, L.P. 2010 Long Term Incentive Plan (the "2010 Plan") and received 1,515 phantom units under the 2010 Plan on
- (1) July 1, 2011, 1,603 phantom units on July 1, 2012 and 1,922 phantom units on July 1, 2013. 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. With respect to the vestings that occurred on July 1, 2014, the reporting person elected to receive cash in lieu of common units for 1,383 units.
- (2) The reporting person received 2,153 phantom units under the 2010 Plan on July 1, 2014.

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.