

ATLAS PIPELINE PARTNERS LP  
Form 8-K  
June 23, 2010

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 8-K**

**CURRENT REPORT**

Pursuant to Section 13 or 15(d) of the

Securities Exchange Act of 1934

Date of report (Date of earliest event reported): June 22, 2010

Commission file number 1-14998

**ATLAS PIPELINE PARTNERS, L.P.**

(Exact name of registrant as specified in its charter)

Delaware  
(State of incorporation or organization)

23-3011077  
(I.R.S. Employer Identification No.)

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**1550 Coraopolis Heights Road, Moon Township, Pennsylvania 15108**

**(Address of principal executive offices) (Zip code)**

**Registrant's telephone number, including area code: (412) 262-2830**

**(Former name or former address, if changed since last report)**

Check the appropriate box if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2 (b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

On June 22, 2010, the Compensation Committee of Atlas Energy, Inc., the indirect parent of Atlas Pipeline Partners GP, LLC, the general partner of Atlas Pipeline Partners, L.P. (the Partnership ), approved a form of Phantom Unit Grant Letter under the Partnership's 2010 Long-Term Incentive Plan. The form of grant letter is attached hereto as Exhibit 10.1 and is hereby incorporated by reference.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits.

10.1 Form of Phantom Unit Grant Letter

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

June 23, 2010

By:

/s/ ERIC T. KALAMARAS  
**Eric T. Kalamaras**  
**Chief Financial Officer**