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ATLAS PIPELINE PARTNERS LP

Form 8-A12B/A

May 10, 2004

FORM 8-A/A

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES
PURSUANT TO SECTION 12(B) OR 12(G) OF THE
SECURITIES EXCHANGE ACT OF 1934

ATLAS PIPELINE PARTNERS, L.P.

(Exact name of registrant as specified in its charter)

Delaware

23-3011077

(State of incorporation
or organization)

(I.R.S. Employer
Identification Number)

311 Rouser Road, Moon Township, Pennsylvania

15108

(Address of principal executive offices)

(Zip code)

Securities to be registered pursuant to Section 12(b) of the Act:

Title of each class
to be so registered

Name of each exchange on which
each class is to be registered

Common units representing limited
partnership interests

New York Stock Exchange

If this Form relates to the registration of a class of securities pursuant to
Section 12(b) of the Exchange Act and is effective pursuant to General
Instruction A.(c), please check the following box. [X]

If this Form relates to the registration of a class of securities pursuant to
Section 12(g) of the Exchange Act and is effective pursuant to General
Instruction A.(d), please check the following box. []

Securities Act registration statement file number to which this form relates:
N/A (if applicable)

Securities to be registered pursuant to Section 12(g) of the Act:

None

(Title of Class)

ITEM 1. DESCRIPTION OF REGISTRANT'S SECURITIES TO BE REGISTERED

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A description of the securities registered hereby is set forth in the registration statement on Form S-3, Registration No. 333-113523, filed with the Securities and Exchange Commission (the "Commission") on March 11, 2004, as amended by Amendment No. 1 to the registration statement filed with the Commission on April 2, 2004 (the "Registration Statement"), and the prospectus supplement filed with the Commission on April 8, 2004 (the "Prospectus Supplement") pursuant to Rule 424(b) of the Securities Act of 1933, as amended. The Registration Statement and Prospectus Supplement are hereby incorporated herein by reference thereto.

ITEM 2. EXHIBITS

Not applicable.

SIGNATURE

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

(Registrant) Atlas Pipeline Partners, L.P.

By: Atlas Pipeline Partners GP, LLC, its
general partner

By: /s/ Michael S. Yecies

Michael S. Yecies
Secretary
May 6, 2004