

Atlas Resource Partners, L.P.
Form 4
May 12, 2014

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
COOPERMAN LEON G

(Last) (First) (Middle)

810 SEVENTH AVENUE, 33RD FLOOR

(Street)

NEW YORK, NY 10019

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

Atlas Resource Partners, L.P. [ARP]

3. Date of Earliest Transaction (Month/Day/Year)

05/08/2014

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___X___ 10% Owner
___ Officer (give title below) ___ Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)

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

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. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	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)			
			Code	V	Amount	(A) or (D)	Price			
Common Units	05/09/2014		P		24,475	A	\$ 19.25 <u>(1)</u>	775,000	D	
Common Units	05/09/2014		P		50,000	A	\$ 19.21 <u>(1)</u>	550,000	I	Wife ⁽²⁾
Common Units								60,000	I	FL Residence Trust ⁽³⁾
Common Units								2,651,352	I	Investment Entities ⁽⁴⁾

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Common Units	2,658,542	I	Managed Accounts ⁽⁵⁾
Common Units	30,000	I	Omega Charitable Partners ⁽⁶⁾
Common Units	100,000	I	Foundation ⁽⁷⁾
Common Units	20,000	I	Cooperman Family Fund ⁽⁸⁾
Common Units	100,000	I	Son ⁽⁹⁾
Common Units	75,000	I	Son's Trust ⁽¹⁰⁾
Common Units	4,300	I	Grandson's trust ⁽¹¹⁾

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

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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 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. Transaction Code (Instr. 8)	5. Number of Derivative 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. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

X

COOPERMAN LEON G
810 SEVENTH AVENUE, 33RD FLOOR
NEW YORK, NY 10019

Signatures

Alan M. Stark, Attorney in Fact, POA
on file

05/12/2014

__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).
- (1) Represents weighted average purchase price. Full information regarding the number of shares purchased at each separate price will be provided by the reporting person upon request to the staff of the SEC, the Issuer, or a security holder of the Issuer.
The securities are held in the account of Toby Cooperman, over which the reporting person has investment discretion. The reporting person disclaims beneficial ownership of these securities, and the inclusion of these securities in this report shall not be deemed an admission of beneficial ownership for purposes of Section 16 or for any other purpose.
- (2) The securities are held in account of Cooperman FL Residence Trust, an irrevocable trust for the benefit of reporting person's spouse and children, over which the reporting person has investment discretion. The reporting person disclaims beneficial ownership of these securities, and the inclusion of these securities in this report shall not be deemed an admission of beneficial ownership for purposes of Section 16 or for any other purpose.
- (3) The securities are held in the accounts of private investment entities over which the reporting person has investment discretion. The reporting person disclaims beneficial ownership except to the extent of his pecuniary interest therein, and the inclusion of these securities in this report shall not be deemed an admission of beneficial ownership for purposes of Section 16 or for any other purpose.
- (4) The securities are held in managed accounts over which the reporting person has investment discretion. The reporting person disclaims beneficial ownership except to the extent of his pecuniary interest therein, and the inclusion of these securities in this report shall not be deemed an admission of beneficial ownership for purposes of Section 16 or for any other purpose.
- (5) The securities are held in the account of the Omega Charitable Partnership LP over which the reporting person has investment discretion. The reporting person disclaims beneficial ownership of these securities, and the inclusion of these securities in this report shall not be deemed an admission of beneficial ownership for purposes of Section 16 or for any other purpose.
- (6) The securities are held in the account of the Leon & Toby Cooperman Foundation over which the reporting person has investment discretion..The reporting person disclaims beneficial ownership of these securities, and the inclusion of these securities in this report shall not be deemed an admission of beneficial ownership for purposes of Section 16 or for any other purpose.
- (7) The securities are held in the account of the Cooperman Family Fund for a Jewish Future, a Type 1 charitable supporting foundation over which the reporting person has investment discretion. The reporting person disclaims beneficial ownership of these securities, and the inclusion of these securities in this report shall not be deemed an admission of beneficial ownership for purposes of Section 16 or for any other purpose.
- (8) The securities are held in the account of Michael S. Cooperman, over which the reporting person has investment discretion. The reporting person disclaims beneficial ownership of these securities, and the inclusion of these securities in this report shall not be deemed an admission of beneficial ownership for purposes of Section 16 or for any other purpose.
- (9) The securities are held in the account of the Michael S. Cooperman WRA trust, an irrevocable trust for the benefit of Michael S. Cooperman over which the reporting person has investment discretion. The reporting person disclaims beneficial ownership of these securities, and the inclusion of these securities in this report shall not be deemed an admission of beneficial ownership for purposes of Section 16 or for any other purpose.
- (10) The securities are held in the UTMA account of Asher Silvin Cooperman, over which the reporting person has investment discretion. The reporting person disclaims beneficial ownership of these securities, and the inclusion of these securities in this report shall not be deemed an admission of beneficial ownership for purposes of Section 16 or for any other purpose.
- (11) The securities are held in the UTMA account of Asher Silvin Cooperman, over which the reporting person has investment discretion. The reporting person disclaims beneficial ownership of these securities, and the inclusion of these securities in this report shall not be deemed an admission of beneficial ownership for purposes of Section 16 or for any other purpose.

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.