## Edgar Filing: ATLAS PIPELINE PARTNERS LP - Form 4

ATLAS PIPELINE PARTNERS LP Form 4 March 18, 2008 OMB APPROVAL FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION OMB 3235-0287 Washington, D.C. 20549 Number: Check this box January 31, Expires: if no longer 2005 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF subject to Estimated average **SECURITIES** Section 16. burden hours per Form 4 or response... 0.5 Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction 1(b). (Print or Type Responses) 1. Name and Address of Reporting Person \* 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading Jones Matthew Issuer Symbol ATLAS PIPELINE PARTNERS LP (Check all applicable) [APL] 3. Date of Earliest Transaction (Last) (First) (Middle) Director 10% Owner X\_Officer (give title Other (specify (Month/Day/Year) below) below) 1845 WALNUT STREET, 10TH 03/16/2008 Chief Financial Officer **FLOOR** (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 Form filed by More than One Reporting PHILADELPHIA, PA 19103 Person (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 5. Amount of 2. Transaction Date 2A. Deemed 3. 4. Securities 6. Ownership 7. Nature of Security (Month/Day/Year) Execution Date, if TransactionAcquired (A) or Securities Form: Direct Indirect (Instr. 3) anv Code Disposed of (D) Beneficially (D) or Beneficial (Instr. 3, 4 and 5) Ownership (Month/Day/Year) (Instr. 8) Owned Indirect (I) Following (Instr. 4) (Instr. 4) Reported (A) Transaction(s) or (Instr. 3 and 4) Code V Amount Price (D)

Units 05/10/2000 N 5,750 N 12,500

Μ

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

Common

03/16/2008

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

D

12,500

 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
 (e.g., puts, calls, warrants, options, convertible securities)

3.750

A

(1)

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. Transactio Code (Instr. 8)	5. Number onof Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exer Expiration D (Month/Day	ate	7. Title and A Underlying S (Instr. 3 and	Securities	8. Pric Deriva Securi (Instr.
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Phantom Units	<u>(1)</u>	03/16/2008		М	3,750	<u>(1)</u>	<u>(1)</u>	Common Units	3,750	<u>(1</u>

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## **Reporting Owners**

<b>Reporting Owner Name / Address</b>		Relationships						
<b>r</b> g	Director	10% Owner	Officer	Other				
Jones Matthew 1845 WALNUT STREET, 10TH FLOO PHILADELPHIA, PA 19103	DR		Chief Financial Officer					
Signatures								
Lisa Washington, Attorney-in-Fact	03/18/2008							

Date

<u>\*\*Signature of Reporting Person</u>

## **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 undersigned is a participant in the Atlas Pipeline Partners, L.P. (the "Partnership") Long-Term Incentive Plan (the "Plan"). The undersigned received 15,000 phantom units, with distribution equivalent rights, under the Plan on March 16, 2005. Each phantom unit represents the right to receive, upon vesting, one common unit of limited partner interest of the Partnership. The phantom units in the Plan vest 25% per year. The units are receivable without additional consideration.

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.