

ATLAS PIPELINE PARTNERS LP
Form 4/A
March 20, 2008

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 *
Rudolph Martin

2. Issuer Name and Ticker or Trading Symbol
ATLAS PIPELINE PARTNERS LP [APL]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

1845 WALNUT STREET, 10TH FLOOR

(Street)

PHILADELPHIA, PA 19103

(City) (State) (Zip)

3. Date of Earliest Transaction (Month/Day/Year)
03/17/2008

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

4. If Amendment, Date Original Filed(Month/Day/Year)
03/18/2008

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 Ownership (Instr. 4)	
			Code	V	Amount or Price (A) or (D)			
Common Units	03/17/2008		M		77	A	77	D
Common Units	03/17/2008		M		91	A	168	D
Common Units	03/17/2008		M		78	A	246	D
Common Units	03/17/2008		G		246	D	0	D
Common Units	03/17/2008		G		246	A	991	I
								By Logan Properties

(2)

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. 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)		
						Date Exercisable	Expiration Date				
				Code	V	(A)	(D)	Title	Amount or Number of Shares		
Phantom Units	(1)	03/17/2008		M		77	(1)	(1)	Common Units	77	(1)
Phantom Units	(1)	03/17/2008		M		91	(1)	(1)	Common Units	91	(1)
Phantom Units	(1)	03/17/2008		M		78	(1)	(1)	Common Units	78	(1)
Phantom Units	(3)	03/17/2008		M		383	(3)	(3)	Common Units	383	(3)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Rudolph Martin 1845 WALNUT STREET, 10TH FLOOR PHILADELPHIA, PA 19103	X			

Signatures

Lisa Washington,
Attorney-in-Fact
03/19/2008

**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).

The undersigned is a participant in the Atlas Pipeline Partners, L.P. (the "Partnership") Long-Term Incentive Plan (the "Plan"). The undersigned received 308 phantom units under the Plan on March 17, 2005; 364 phantom units under the Plan on March 17, 2006; and

- (1) 315 phantom units under the Plan on March 17, 2007. 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. The undersigned elected to receive common units. The units are receivable without additional consideration.
- (2) On March 17, 2008, the undersigned made a gift of 246 common units to Logan Properties, a limited liability company of which the undersigned, his wife and his child own 100% of the membership interests and of which the undersigned is the manager.
- (3) The undersigned received 383 phantom units under the Plan as of March 17, 2008.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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