BANKS TONY C Form 4 October 10, 2012

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB

Number:

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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

1(b).

Units

(Print or Type Responses)

See Instruction

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading BANKS TONY C Issuer Symbol ATLAS PIPELINE PARTNERS LP (Check all applicable) [APL] 3. Date of Earliest Transaction (Last) (First) (Middle) X_ Director 10% Owner Officer (give title Other (specify (Month/Day/Year) below) 1845 WALNUT STREET, 10TH 10/07/2012 **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 (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of 2. Transaction Date 2A. Deemed 3. 4. Securities 5. Amount of 6. Ownership 7. Nature of Security (Month/Day/Year) Execution Date, if TransactionAcquired (A) or Securities Form: Direct Indirect (Instr. 3) 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) Common 10/07/2012 M 262 A (1) 3,185 D

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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

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1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5. Number	6. Date Exer	cisable and	7. Title and A	Amount of	8. Price
Derivative	Conversion	(Month/Day/Year)	Execution Date, if			Expiration Date		Underlying Securities		Derivativ
Security	or Exercise		any	Code	Derivative	(Month/Day	Year)	(Instr. 3 and	4)	Security
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Securities					(Instr. 5)
	Derivative				Acquired					
	Security				(A) or					
	,				Disposed					
					of (D)					
					(Instr. 3, 4,					
					and 5)					
					and 3)					
									Amount	
						_			or	
						Date	Expiration	Title	Number	
						Exercisable	Date		of	
				Code V	(A) (D)				Shares	
				Code v	(11) (D)				Silares	
Phantom Units	<u>(1)</u>	10/07/2012		M	262	<u>(1)</u>	<u>(1)</u>	Common Units	262	<u>(1)</u>
Ullits								Ullits		

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

BANKS TONY C 1845 WALNUT STREET, 10TH FLOOR X PHILADELPHIA, PA 19103

Signatures

Gerald R. Shrader, Attorney-in-Fact

**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 reporting person is a participant in the Atlas Pipeline Partners, L.P. (the "Partnership") 2010 Long Term Incentive Plan (the "Plan").

The reporting person received 1,050 phantom units under the Plan on October 7, 2010. 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 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. >

Preston M. Geren III

Reporting Owners 2

JAMES L. HAYNE*	Director					
James L. Hayne	-					
KAREN E. JENNINGS*	Director					
Karen E. Jennings	•					
	~.					
RICHARD M. KLEBERG, III*	Director					
Richard M. Kleberg, III						
ROBERT S. McCLANE*	Director					
Robert S. McClane						
IDA CLEMENT STEEN*	Director					
Ida Clement Steen	•					
HORACE WILKINS, JR.*	Director					
Horace Wilkins, Jr.	Director					
1101440 111111111111111111111111111111						
MARY BETH WILLIAMSON*	Director					
Mary Beth Williamson						
*By: /s/PHILLIP D. GREEN	Group Executive Vice President					
Phillip D. Green	and Chief Financial Officer					
(as Attorney-in-Fact for the persons indicated)						
,						
EXHIBIT INDEX						
Exhibit						
Number	Exhibit					

4.1 Restated Articles of Incorporation of Cullen/Frost (incorporated herein by reference to Exhibit 3.1 to the Cullen/Frost Annual Report on Form 10-K (File No. 001-13221) for the year ended December 31, 2000).

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- 4.2 Amended Bylaws of Cullen/Frost (incorporated herein by reference to Exhibit 3.2 to the Cullen/Frost Annual Report on Form 10-K/A (File No. 001-13221) for the year ended December 31, 1995).
- 4.3 Shareholder Protection Rights Agreement, dated as of January 26, 1999, between Cullen/Frost Bankers, Inc. and The Frost National Bank, as Rights Agent (incorporated herein by reference to the Registration Statement of Cullen/Frost Bankers, Inc. on Form 8-A12B (File No. 001-13221), dated February 1, 1999).
- 4.4 Cullen/Frost Bankers, Inc. 1997 Director Stock Plan.
- 5 Opinion of Baker Botts L.L.P. re Legality.
- 23.1 Consent of Independent Auditors.
- Consent of Baker Botts L.L.P. (contained in the opinion of Baker Botts L.L.P. filed as Exhibit 5 hereto).
- 24 Power of Attorney.