ATLAS PIPELINE PARTNERS LP

Form 4 May 13, 2014

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

Expires:

January 31, 2005

0.5

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obligations

may continue.

See Instruction

Check this box

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).

(Print or Type Responses)

1. Name and Address of Reporting Person * Clifford Curtis D

2. Issuer Name and Ticker or Trading

Issuer

Symbol

ATLAS PIPELINE PARTNERS LP

(Check all applicable)

5. Relationship of Reporting Person(s) to

[APL]

(Middle)

(Last) (First) 3. Date of Earliest Transaction

_X__ Director 10% Owner Officer (give title Other (specify

below)

1845 WALNUT STREET, 10TH

(Street)

FLOOR

4. If Amendment, Date Original

Applicable Line)

Filed(Month/Day/Year)

(Month/Day/Year)

05/10/2014

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

6. Individual or Joint/Group Filing(Check

PHILADELPHIA, PA 19103

(City)	(State) (Z	Zip) Table	e I - Non-D	erivative (Secur	ities Acc	quired, Disposed	of, or Beneficial	ly 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 insaction(A) or Disposed of e (D)					7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code V	Amount	or (D)	Price	(Instr. 3 and 4)		
Common Units	05/10/2014		M	125	A	<u>(1)</u>	3,787	D	
Common Units	05/10/2014		M	455	A	<u>(1)</u>	4,242	D	
Common Units	05/10/2014		M	375	A	<u>(1)</u>	4,617	D	
Common Units	05/10/2014		M	492	A	<u>(1)</u>	5,109	D	
Common Units	05/10/2014		D	1,447	D	\$ 31.6	3,662	D	

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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 tiorDerivative 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. Pr Deri Secu (Inst
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Phantom Units	(1)	05/10/2014		M		125	<u>(1)</u>	<u>(1)</u>	Common Units	125	
Phantom Units	(1)	05/10/2014		M		455	<u>(1)</u>	<u>(1)</u>	Common Units	455	
Phantom Units	(1)	05/10/2014		M		375	<u>(1)</u>	<u>(1)</u>	Common Units	375	
Phantom Units	<u>(1)</u>	05/10/2014		M		492	<u>(1)</u>	<u>(1)</u>	Common Units	492	
Phantom Units	<u>(2)</u>	05/10/2014		A	2,373		(2)	(2)	Common Units	2,373	

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			

X

Clifford Curtis D 1845 WALNUT STREET, 10TH FLOOR PHILADELPHIA, PA 19103

Signatures

Gerald R. Shrader, Attorney-in-Fact 05/13/2014

**Signature of Reporting Person Date

Reporting Owners 2

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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") 2004 Long-Term Incentive Plan (the "2004 Plan"). The reporting person received 500 phantom units under the 2004 Plan on May 10, 2010. The reporting person is also a participant in the Atlas Pipeline Partners, L.P. 2010 Long Term Incentive Plan (the "2010 Plan") and received 1,823 phantom units under the 2010
- (1) Plan on May 10, 2011, 1,503 phantom units under the 2010 Plan on May 10, 2012, and 1,971 phantom units under the 2010 Plan on May 10, 2013. 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. With respect to the vestings that occurred on May 10, 2014, the reporting person elected to receive cash in lieu of common units for 1,447 units.
- (2) The reporting person received an award of 2,373 phantom units under the the 2010 Plan on May 10, 2014.

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.