Edgar Filing: COHEN JONATHAN Z - Form 4

COHEN JONATH	IAN Z								
Form 4									
November 03, 200	16								PPROVAL
FORM 4	UNITED	STATES		RITIES A			COMMISSIO		3235-0287
Check this box			vv a	sinngton	, D.C. 20	347			January 31,
if no longer subject to Section 16. Form 4 or	F CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES					Estimated burden hou response	urs per		
abligations	<i>See</i> Instruction 30(h) of the Investment Company Act of 1935 of Section 30(h) of the Investment Company Act of 1940								
(Print or Type Respon	ses)								
1. Name and Address of Reporting Person <u>*</u> COHEN JONATHAN Z			2. Issuer Name and Ticker or Trading Symbol ATLAS PIPELINE PARTNERS LP			 5. Relationship of Reporting Person(s) to Issuer Check all applicable) 			
	[APL]			(eneck an approable)					
(Last) (First) (Middle)			3. Date of Earliest Transaction (Month/Day/Year)			X_ Director10% Owner Officer (give titleOther (specify below)below)			
1845 WALNUT STREET, 10TH 11/01/2006 FLOOR									
(Street)			4. If Amendment, Date Original Filed(Month/Day/Year)			6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person			
PHILADELPHIA, PA 19103 Form filed by More than One Reporting Person								eporting	
(City) (S	State)	(Zip)	Tab	le I - Non-I	Derivative	Securities A	Acquired, Disposed	of, or Beneficia	lly Owned
	nsaction Date h/Day/Year)	Execution any	Date, if	3. Transactio Code (Instr. 8) Code V	Disposed (Instr. 3, 4	(A) or of (D)	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)
Reminder: Report on	a separate line	for each cla	ass of sec	urities benet	ficially own	ned directly	or indirectly.		
	·				Perso inform requir	ns who rest nation cont ed to resp ys a curre	spond to the colle tained in this form ond unless the fo ntly valid OMB co	n are not orm	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	2.	3. Transaction Date	3A. Deemed	4.	5. Number of	6. Date Exercisable and	7. Title and Amount of	8. Pr
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orDerivative	Expiration Date	Underlying Securities	Deri

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Security (Instr. 3)	or Exercise Price of Derivative Security		any (Month/Day/Year)	Code (Instr. 8)	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day,	/Year)	(Instr. 3 and	4)	Secu (Inst
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Phantom Units	<u>(1)</u>	11/01/2006		А	15,000	<u>(1)</u>	(1)	Common Units	15,000	

Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
COHEN JONATHAN Z 1845 WALNUT STREET, 10TH FLOOR PHILADELPHIA, PA 19103	Х					
Signatures						

Jonathan Z. Cohen	11/03/2006				
<u>**</u> 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 15,000 phantom units under the Plan on November 1, 2006. Each phantom unit represents the right to receive, upon (1) 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.