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

#### ATLAS PIPELINE PARTNERS LP

Form 4

February 13, 2008

## FORM 4

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

**OMB** Number:

3235-0287

0.5

Check this box if no longer

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** 

January 31, Expires: 2005

**OMB APPROVAL** 

subject to Section 16. Form 4 or

Estimated average burden hours per

Form 5 obligations may continue.

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

response...

30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person \*

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to

BANKS TONY C

Symbol

(Check all applicable)

ATLAS PIPELINE PARTNERS LP

[APL]

Issuer

10% Owner

(First)

(Street)

(Month/Day/Year)

\_X\_\_ Director Officer (give title

1845 WALNUT STREET, 10TH

02/11/2008

(Middle)

below)

Other (specify

**FLOOR** 

4. If Amendment, Date Original

3. Date of Earliest Transaction

6. Individual or Joint/Group Filing(Check Applicable Line)

Filed(Month/Day/Year)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

Person

PHILADELPHIA, PA 19103

(City)	(State) (Z	Zip) Table	I - Non-De	erivative S	Securi	ties Ac	quired, Disposed	of, or Beneficial	lly 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 nAcquired (A) or Disposed of (D) (Instr. 3, 4 and 5)  (A) or		5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Common			Code V	Amount	(D)	Price	(Instr. 3 and 4)		
Units	02/11/2008		M	108	A	<u>(1)</u>	213	D	
Common Units	02/11/2008		M	90	A	(1)	180	D	
Common Units	02/11/2008		M	76	A	<u>(1)</u>	76	D	

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form

**SEC 1474** (9-02)

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# 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)

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. Transactic Code (Instr. 8)			6. Date Exercise Expiration Date (Month/Day/Y	te	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Phantom Units	(1)	02/11/2008		M		108	02/11/2008	02/11/2008	Common Units	108
Phantom Units	<u>(1)</u>	02/11/2008		M		90	02/11/2008	02/11/2008	Common Units	90
Phantom Units	<u>(1)</u>	02/11/2008		M		76	02/11/2008	02/11/2008	Common Units	76
Phantom Units	<u>(2)</u>	02/11/2008		M	335		02/11/2008	02/11/2008	Common Units	335

# **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**

Lisa Washington, Attorney-in-Fact 02/13/2008

\*\*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).
- (1) The undersigned is a participant in the Atlas Pipeline Partners, L.P. (the ?Partnership?) Long-Term Incentive Plan (the ?Plan?). The undersigned received 423 phantom units under the Plan on February 11, 2004, 361 phantom units under the Plan on February 11, 2005, 371 phantom units under the Plan on February 13, 2006, and 307 phantom units under the Plan on February 11, 2007. Each phantom unit

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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) The undersigned received 335 phantom units under the Plan as of February 11, 2008.

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.