BANKS TONY C Form 4 February 13, 2009

## 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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**OMB APPROVAL** 

response...

subject to Section 16. Form 4 or Form 5 obligations may continue.

Check this box

if no longer

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

See Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * BANKS TONY C			2. Issuer Name <b>and</b> 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		` ,	3. Date of Earliest Transaction (Month/Day/Year) 02/11/2009	X Director 10% Owner Officer (give title below) Other (specify below)		
	(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		
PHILADELP	HIA, PA 191	103		Form filed by More than One Reporting Person		

(City)	(State) (2	Table Table	e I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned							
1.Title of Security (Instr. 3)	2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, if any (Month/Day/Year)		3. Transactio Code (Instr. 8)	4. Securities onAcquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)	(111011111)	(	
Common Units	02/11/2009		M	91	A	<u>(1)</u>	744	D		
Common Units	02/11/2009		M	92	A	(1)	836	D		
Common Units	02/11/2009		M	76	A	<u>(1)</u>	912	D		
Common Units	02/11/2009		M	83	A	<u>(1)</u>	995	D		

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

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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)	onof		6. Date Exercisable and Expiration Date (Month/Day/Year)		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)	02/11/2009	<u>(1)</u>	M		91	02/11/2009	02/11/2009	Common Units	91
Phantom Units	(1)	02/11/2009	<u>(1)</u>	M		92	02/11/2009	02/11/2009	Common Units	92
Phantom Units	(1)	02/11/2009	<u>(1)</u>	M		76	02/11/2009	02/11/2009	Common Units	76
Phantom Units	(1)	02/11/2009	<u>(1)</u>	M		83	02/11/2009	02/11/2009	Common Units	83
Phantom Units	<u>(2)</u>	02/11/2009	(2)	M	500		02/11/2009	02/11/2009	Common Units	500

# **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 02/13/2009

\*\*Signature of Reporting Person Date

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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 undersigned is a participant in the Atlas Pipeline Partners, L.P. (the "Plan"). The undersigned received 361 phantom units under the Plan on February 11, 2005,371 phantom units under the Plan on February 13, 2006, 307 phantom units under the Plan on February 11,
- (1) 2007 and 335 phantom units under the Plan on February 11, 2008. 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) The undersigned received 500 phantom units under the Plan as of February 11, 2009.

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.