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ATLAS PIPELINE PARTNERS LP Form 4/A November 03, 2009

FORM	Í A								-	PPROVAL	
UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549								OMB Number:	3235-0287		
Check thi if no long	ter			Expires:	January 31, 2005						
subject to Section 1 Form 4 or Form 5	6. r Filed pu	STATEMENT OF CHANGES IN BENEFICIAL OWNERSH SECURITIES Filed pursuant to Section 16(a) of the Securities Exchange Act of								2005 average Irs per 0.5	
obligatior may conti <i>See</i> Instru 1(b).	inue. Section 170		Public Ut of the Inv	•	•	- ·		f 1935 or Sectio 40	n		
(Print or Type R	Responses)										
DUBAY EUGENE N Syr			Symbol	2. Issuer Name and Ticker or Trading Symbol ATLAS PIPELINE PARTNERS LP				5. Relationship of Reporting Person(s) to Issuer			
	[APL]					(Check all applicable)					
			 Date of Earliest Transaction (Month/Day/Year) 10/14/2009 					X Director 10% Owner X Officer (give title Other (specify below) below)			
FLOOR	VOI SIREEI, I	0111	10/14/20	109				Pre	sident & CEO		
				Amendment, Date Original (Month/Day/Year) 6/2009				6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person			
PHILADEL	PHIA, PA 19103	3						Form filed by N Person	Nore than One Ro	eporting	
(City)	(State)	(Zip)	Table	e I - Non-De	erivative S	Securi	ties Ac	quired, Disposed of	f, or Beneficial	lly Owned	
1.Title of Security (Instr. 3)	any		emed on Date, if 'Day/Year)	3.4. SecuritiesTransactionAcquired (A) orCodeDisposed of (D)(Instr. 8)(Instr. 3, 4 and 5)				SecuritiesBeneficiallyOwnedFollowing	5. Ownership Form: Direct D) or Indirect (I) Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
C				Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)			
Common Units	10/14/2009			М	125	А	<u>(1)</u>	1,125	D		
Common Units								1,000	I	By Spouse	

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)	5. Number on of Derivative 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. F Dei Sec (Ins
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Phantom Units	<u>(1)</u>	10/14/2009		М	125	10/14/2009	10/14/2009	Common Units	125	

Reporting Owners

Reporting Owner Name / Address		Relationships							
r	Director	10% Owner	Officer	Other					
DUBAY EUGENE N 1845 WALNUT STREET, 10TH FLOOD PHILADELPHIA, PA 19103	R X		President & CEO						
Signatures									
Lisa Washington, Attorney-in-Fact	11/03/2009								
**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 500 phantom units under the Plan on October 14, 2008. Each phantom unit represents the right to receive, upon

(1) 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.

Remarks:

Shares directly held by the reporting person and shares indirectly held by his spouse were inadvertently omitted in the Form 4

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.