Rudolph Martin Form 4 March 19, 2013

# FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB** Number:

3235-0287

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January 31, 2005

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**OMB APPROVAL** 

response...

if no longer subject to Section 16. Form 4 or Form 5 obligations may continue.

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

See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \* Rudolph Martin

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

ATLAS PIPELINE PARTNERS LP

(Check all applicable)

[APL]

(Middle)

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

\_X\_\_ Director 10% Owner Officer (give title

(Month/Day/Year)

03/17/2013

Other (specify

1845 WALNUT STREET, 10TH **FLOOR** 

(Street)

4. If Amendment, Date Original

Applicable Line)

Filed(Month/Day/Year)

\_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)	(Zip) Tabl	e I - Non-D	erivative	Secur	ities Acq	uired, Disposed o	f, 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)	Code (Instr. 8)	4. Securities Acquired n(A) or Disposed of (D) (Instr. 3, 4 and 5)  (A) or		5. Amount of 6. Ownership 7. Securities Form: Direct Ir Beneficially (D) or B Owned Indirect (I) O		7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Common Units	03/17/2013		Code V M	Amount 125	(D)	Price (1)	4,567	D	
Common Units	03/17/2013		M	125	A	<u>(1)</u>	4,692	D	
Common Units	03/17/2013		M	465	A	<u>(1)</u>	5,157	D	
Common Units	03/17/2013		M	337	A	<u>(1)</u>	5,494	D	
Common Units	03/17/2013		D	1,052	D	\$ 32.64	4,442	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. Transactic Code (Instr. 8)	onDerivative 1		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)	03/17/2013		M		125	<u>(1)</u>	<u>(1)</u>	Common Units	125	
Phantom Units	(1)	03/17/2013		M		125	<u>(1)</u>	<u>(1)</u>	Common Units	125	
Phantom Units	(1)	03/17/2013		M		465	<u>(1)</u>	<u>(1)</u>	Common Units	465	
Phantom Units	<u>(1)</u>	03/17/2013		M		337	<u>(1)</u>	<u>(1)</u>	Common Units	337	
Phantom Units	<u>(2)</u>	03/17/2013		A	2,297		(2)	(2)	Common Units	2,297	

## **Reporting Owners**

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

X

1845 WALNUT STREET, 10TH FLOOR PHILADELPHIA, PA 19103

**Signatures** 

Gerald R. Shrader, Attorney-in-Fact

\*\*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 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 March 17, 2009, and 500 phantom units under the 2004 Plan on March 17, 2010. The reporting person is also a participant in the Atls Pipeline Partners, L.P. 2010 Long Term Incentive Plan (the
- (1) "2010 Plan") and received 1,862 phantom units under the 2010 Plan on March 17, 2011, and 1,349 phantom units under the 2010 Plan on March 17, 2012. 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 March 17, 2013, the reporting person elected to receive cash in lieu of common units in accordance with the 2004 Plan and 2010 Plan.
- (2) The reporting person received 2,297 phantom units under the 2010 Plan on March 17, 2013.

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.