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

#### ATLAS PIPELINE PARTNERS LP

Form 4

February 20, 2014

# FORM 4

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

OMB Number:

Estimated average

Expires:

Check this box if no longer subject to

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

January 31, 2005

3235-0287

Section 16. Form 4 or Form 5 obligations

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

burden hours per response... 0.5

**OMB APPROVAL** 

See Instruction 1(b).

(Print or Type Responses)

may continue.

1. Name and Address of Reporting Person \* 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading McDonie Patrick J. Issuer Symbol ATLAS PIPELINE PARTNERS LP (Check all applicable)

[APL]

(Last) (First) (Middle)

(Zip)

3. Date of Earliest Transaction (Month/Day/Year)

Director 10% Owner X\_ Officer (give title Other (specify below)

1845 WALNUT STREET, 10TH

02/18/2014

President and COO

**FLOOR** 

(Street)

(State)

(City)

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

Filed(Month/Day/Year)

Applicable Line) \_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

PHILADELPHIA, PA 19103

2. Transaction Date 2A. Deemed 4. Securities Acquired 5. Amount of 1. Title of 3. 6. Ownership 7. Nature of Security (Month/Day/Year) Execution Date, if Transaction(A) or Disposed of Securities Form: Direct Indirect (Instr. 3) Code (D) Beneficially (D) or Beneficial (Instr. 3, 4 and 5) Ownership (Month/Day/Year) (Instr. 8) Owned Indirect (I) (Instr. 4) Following (Instr. 4) Reported (A) Transaction(s) or (Instr. 3 and 4) Code V (D) Price Amount

A

Common Units

02/18/2014

20,000

Α

<u>(1)</u>

 $114,000^{(2)}$ D

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form 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)

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1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title an	d 8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	TransactionNumber		Expiration D	ate	Amount of	of Derivative	e Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underlyin	g Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	str. 8) Derivative Securities Acquired			Securities	(Instr. 5)	Bene
	Derivative							(Instr. 3 ar	nd 4)	Owne
	Security								Follo	
	•				(A) or					Repo
					Disposed					Trans
		of (D)							(Instr	
					(Instr. 3, 4, and 5)					
								Λ	nount	
									lount	
						Date Expirat Exercisable Date	Expiration	or Tiala Nama	no la cu	
							Date		mber	
				C 1 W	(A) (D)			of		
				Code V	(A) (D)			Sha	ares	

# **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

McDonie Patrick J. 1845 WALNUT STREET, 10TH FLOOR PHILADELPHIA, PA 19103

President and COO

# **Signatures**

Gerald R. Shrader, Attorney-in-Fact

\*\*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 reporting person is a participant in the Atlas Pipeline Partners, L.P. 2010 Long-Term Incentive Plan (the "Plan"). The reporting person received 20,000 phantom units under the Plan on February 18, 2014. Each phantom unit represents the right to receive, upon

- (1) vesting, one common unit of limited partnership interest of the Partnership. The phantom units will vest over a three year period, with 33% vesting on the first anniversary of the grant date, 33% vesting on the second anniversary of the grant date and 34% vesting on the third anniversary of the grant date. The units are receivable without additional consideration.
- (2) 102,500 of these common units remain subject to vesting schedules.

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.

Reporting Owners 2