

ATLAS PIPELINE PARTNERS LP

Form 4

February 20, 2015

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

Check this box  
if no longer  
subject to  
Section 16.  
Form 4 or  
Form 5  
obligations  
may continue.  
See Instruction  
1(b).

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

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

## OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
JACKSON GAYLE P W

2. Issuer Name **and** 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)  
02/18/2015

☒ Director ☐ 10% Owner  
☐ Officer (give title below) ☐ Other (specify below)

(Street)  
PHILADELPHIA, PA 19103

4. If Amendment, Date Original  
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
☒ Form filed by One Reporting Person  
☐ Form filed by More than One Reporting  
Person

(City) (State) (Zip)

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

| 1. Title of<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>(A) or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Ownership<br>(Instr. 4) |
|---------------------------------------|---|---|---|---|--|--|---|
|                                       |   |   | Code                                    | V   | Amount<br>(A)<br>or<br>(D)   | Price  |   |
| Common<br>Units                       | 02/18/2015                              |   | M                                       |   | 428  | A 11 5,591   | D                                       |
| Common<br>Units                       | 02/18/2015                              |   | M                                       |   | 346  | A 11 5,937   | D                                       |
| Common<br>Units                       | 02/18/2015                              |   | M                                       |   | 375  | A 11 6,312   | D                                       |
| Common<br>Units                       | 02/18/2015                              |   | M                                       |   | 604  | A 11 6,916   | D                                       |
| Common<br>Units                       | 02/18/2015                              |   | D                                       |   | 1,753  | D \$ 28.54 5,163   | D                                       |

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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 displays a currently valid OMB control number.**

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<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities<br>Acquired (A)<br>or Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) | 8. Pr<br>Deri<br>Secu<br>(Inst |  |
|---|---|---|---|---|--|--|---|--------------------------------|--|
|   |   |   |   | Code                                    | V  | (A)  | (D)   |                                |  |
|   |   |   |   |   |  | Date<br>Exercisable  | Expiration<br>Date  | Title                          | Amount<br>or<br>Number<br>of<br>Shares |
| Phantom<br>Units                                    | <u>(1)</u>  | 02/18/2015                              |   | M                                       |  | <u>(1)</u>   | <u>(1)</u>  | Common<br>Units                | 428                                    |
| Phantom<br>Units                                    | <u>(1)</u>  | 02/18/2015                              |   | M                                       |  | <u>(1)</u>   | <u>(1)</u>  | Common<br>Units                | 346                                    |
| Phantom<br>Units                                    | <u>(1)</u>  | 02/18/2015                              |   | M                                       |  | <u>(1)</u>   | <u>(1)</u>  | Common<br>Units                | 375                                    |
| Phantom<br>Units                                    | <u>(1)</u>  | 02/18/2015                              |   | M                                       |  | <u>(1)</u>   | <u>(1)</u>  | Common<br>Units                | 604                                    |
| Phantom<br>Units                                    | <u>(2)</u>  | 02/18/2015                              |   | A                                       | 2,627<br>(2)   | <u>(2)</u>   | <u>(2)</u>  | Common<br>Units                | 2,627                                  |

## Reporting Owners

### Reporting Owner Name / Address

### Relationships

Director 10% Owner Officer Other

JACKSON GAYLE P W  
1845 WALNUT STREET, 10TH FLOOR X  
PHILADELPHIA, PA 19103

## Signatures

Gerald R. Shrader,  
Attorney-in-Fact 02/20/2015

\*\*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") 2010 Long Term Incentive Plan (the "2010 Plan"). The undersigned received 1,709 phantom units under the 2010 Plan on February 18, 2011, 1,386 phantom units under the 2010 Plan on February 18, 2012, 1,500 units under the 2010 Plan on February 18, 2013, and 2,419 units under the 2010 Plan on February 18, 2014.

- (1) 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 February 18, 2015, the reporting person elected to receive cash in lieu of common units.
- (2) The reporting person received 2,627 phantom units under the 2010 Plan on February 18, 2015.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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