Edgar Filing: ATLAS PIPELINE PARTNERS LP - Form 4

ATLAS PIPELINE PARTNERS LP

Form 4

August 29, 2014

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB 3235-0287 Number:

OMB APPROVAL

January 31, Expires: 2005

Estimated average burden hours per 0.5

response...

Check this box if no longer subject to Section 16. Form 4 or

Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue.

(Middle)

30(h) of the Investment Company Act of 1940 See Instruction 1(b).

(Print or Type Responses)

(Last)

1. Name and Address of Reporting Person *

DUBAY EUGENE N

2. Issuer Name and Ticker or Trading

Symbol

5. Relationship of Reporting Person(s) to Issuer

ATLAS PIPELINE PARTNERS LP

[APL]

_X__ Director 10% Owner

(Check all applicable)

CEO

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

08/28/2014

X_ Officer (give title _ Other (specify below) below)

1845 WALNUT STREET, 10TH **FLOOR**

(First)

(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 Form filed by More than One Reporting

PHII	ADFI	PHIA	$\mathbf{P}\mathbf{A}$	1910	2

(City)	(State)	(Zip) Tabl	le I - Non-I	Derivative (Secur	ities Acqu	iired, Disposed of	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)	3. Transaction Code (Instr. 8)	4. Securit or(A) or Dis (Instr. 3,	sposed	of (D)	5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
a			Code V	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)	(11311 1)	
Common Units	08/28/2014		F(1)	11,982	D	\$ 31.44	91,643	I	By Trust
Common Units	08/28/2014		F(2)	5,991	D	\$ 33.88	85,652	I	By Trust
Common Units							158,500 (3)	D	
Common Units							37,175	I	By Spouse Trust (4)

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

Edgar Filing: ATLAS PIPELINE PARTNERS LP - Form 4

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	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title	and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	onNumber	Expiration D	ate	Amoun	it of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underly	ying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securit	ies	(Instr. 5)	Bene
	Derivative				Securities			(Instr. 3	3 and 4)		Own
	Security				Acquired						Follo
	·				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						Ì
					4, and 5)						
								1	Amount		
						Date	Expiration		or		
						Exercisable	Date		Number		
									of		
				Code V	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships					
and the second	Director	10% Owner	Officer	Other		
DUBAY EUGENE N						
1845 WALNUT STREET, 10TH FLOOR	X		CEO			
PHILADELPHIA, PA 19103						

Signatures

Gerald R. Shrader, Attorney-in-Fact 08/29/2014

**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).
- On August 28, 2014, the reporting person elected to have 11,982 common units withheld of Atlas Pipeline Partners, L.P., under the 2010 (1) Long Term Incentive Plan, to satisfy the reporting person's tax obligations in connection with the vesting of 25,000 phantom units on April 26, 2014.
- On August 28, 2014, the reporting person elected to have 5,991 common units withheld of Atlas Pipeline Partners, L.P., under the 2010
- (2) Long Term Incentive Plan, to satisfy the reporting person's tax obligations in connection with the vesting of 12,500 phantom units on July 10, 2014.
- (3) 157,500 of these units remain subject to vesting schedules.
- (4) The reporting person disclaims beneficial ownership of the units held by his spouse's trust, and this report should not be deemed an admission that the reporting person is the beneficial owner of his spouse's trust's units for purposes of Section 16 or for any other purpose.

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

Reporting Owners 2

Edgar Filing: ATLAS PIPELINE PARTNERS LP - Form 4

Potential persons who are to respond to the collection of a currently valid OMB number.	of information contained in this form are	e not required to respond unless the form displa	ıys