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

ATLAS PIPELINE PARTNERS LP Form 4 November 03, 2006 FORM 4

#### **OMB APPROVAL** UNITED STATES SECURITIES AND EXCHANGE COMMISSION OMB Washington, D.C. 20549 Number: Check this box

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

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

(Print or Type Responses)

if no longer

Section 16.

Form 4 or

Form 5

1(b).

subject to

1. Name and Address of Reporting Person <u>*</u> Jones Matthew			2. Issuer Name <b>and</b> Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
			ATLAS PIPELINE PARTNERS LP [APL]			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year)	Director 10% Owner X Officer (give title Other (specify		
1845 WALNUT STREET, 10TH			11/01/2006	below) below) CFO		
FLOOR				cro		
(Street)			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		

### PHILADELPHIA, PA 19103

(City)	(State)	(Zip) Tak	ole I - Non-J	Derivative Securities A	Acquired, Disposed	of, or Beneficia	lly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactio Code (Instr. 8) Code V	4. Securities onAcquired (A) or Disposed of (D) (Instr. 3, 4 and 5) (A) or Amount (D) Price	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)

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.

Person

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. Number	6. Date Exercisable and	7. Title and Amount of	8. Pric
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction of Derivative	Expiration Date	Underlying Securities	Deriva

3235-0287

January 31,

2005

0.5

Expires:

response...

\_ Form filed by More than One Reporting

Estimated average

burden hours per

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Security (Instr. 3)	or Exercise Price of Derivative Security	any (Mor		Code Instr. 8)	Securitie Acquire (A) or Dispose (D) (Instr. 3, and 5)	d d of	(Month/Day/	Year)	(Instr. 3 and	4)	Securi (Instr.
			C	Code V	7 (A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Phantom Units	<u>(1)</u>	11/01/2006		A	5,000		(1)	<u>(1)</u>	Common Units	5,000	<u>(1</u>

## **Reporting Owners**

<b>Reporting Owner Name / Address</b>		Relationships						
r U	Director	10% Owner	Officer	Other				
Jones Matthew 1845 WALNUT STREET, 1 PHILADELPHIA, PA 1910			CFO					
Signatures								
Matthew A. Jones	11/03/2006							

<u>\*\*</u>Signature of Reporting Person

# **Explanation of Responses:**

\* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

Date

\*\* 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 5,000 phantom units under the Plan on November 1, 2006. Each phantom unit represents the right to receive, upon

(1) undersigned received 5,000 phantom units under the Fran on November 1, 2000. Each phantom unit represents the right to receive, upon vesting, one common unit of limited partner interest of the Partnership. The phantom units in the Plan vest 25% per year. The units are receivable without additional consideration.

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.