KOTEK FREDDIE M

Form 4 May 17, 2012

FORM 4

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

OMB Number:

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OMB APPROVAL

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

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

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person ** KOTEK FREDDIE M	2. Issuer Name and Ticker or Trading Symbol Atlas Resource Partners, L.P. [ARP]	5. Relationship of Reporting Person(s) to Issuer			
(Last) (First) (Middle)	3. Date of Earliest Transaction	(Check all applicable)			
PARK PLACE CORPORATE CENTER ONE, 1000 COMMERCE DRIVE, 4TH FLOOR	(Month/Day/Year) 05/15/2012	Director 10% OwnerX Officer (give title Other (specification) below) SVP Investment Partnership Div			
(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			
PITTSBURGH, PA 15275		Form filed by More than One Reporting Person			

(City)	(State)	(Zip) Ta	ble I - Non	-Derivativ	e Secu	ırities A	Acquired, Dispos	sed of, or Ber	neficially Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	(A) or		of	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)
Common Units	05/15/2012		A	50,000	A	<u>(1)</u>	51,700	D	
Common Units							2,788	I	By GRAT
Common Units							278	I	By Spouse
Common Units							2,788	I	By Spouse GRAT
Common Units							195	I	By Children

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Common Units	252	I	By Children's Trust
Common Units	659	I	By Mother-In-Law

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

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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)	5. Number of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Unit Options	\$ 24.67	05/15/2012		A	70,000	(2)	05/15/2012	Common Units	70,000

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

KOTEK FREDDIE M PARK PLACE CORPORATE CENTER ONE 1000 COMMERCE DRIVE, 4TH FLOOR PITTSBURGH, PA 15275

SVP Investment Partnership Div

Signatures

Lisa Washington, 05/17/2012 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).
- (1) The reporting person is a participant in the Atlas Resource Partners, L.P. (the "Partnership") 2012 Long-Term Incentive Plan (the "Plan"). The reporting person received 50,000 phantom units under the Plan on May 15, 2012. Each phantom unit represents the right to receive, upon vesting, one common unit of the Partnership. The phantom units in the Plan vest 25% per year. The units are receivable without

Reporting Owners 2

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additional consideration.

(2) The reporting person received 70,000 options under the Plan on May 15, 2012. The options vest 25% per year.

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.