## Edgar Filing: BANKS TONY C - Form 4

DANIZO TONIZO

Form 4												
February 20, 2	<b>4</b> UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549										3235-028	
Check this if no longer subject to Section 16. Form 4 or Form 5 obligations may contin <i>See</i> Instruct	Filed p ue. Section 1	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								burden hou response	Estimated average burden hours per response 0.5	
1(b). (Print or Type Re	sponses)											
1. Name and Add BANKS TON	2. Issuer Name <b>and</b> Ticker or Trading Symbol ATLAS PIPELINE PARTNERS LP [APL]					-	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)					
(Mo				3. Date of Earliest Transaction (Month/Day/Year) 02/18/2013					XOriector10% Owner Officer (give titleOther (specify below)Other (specify			
Filed(Mont				nendment, Date Original onth/Day/Year)					<ul> <li>6. Individual or Joint/Group Filing(Check</li> <li>Applicable Line)</li> <li>_X_ Form filed by One Reporting Person</li> <li> Form filed by More than One Reporting</li> </ul>			
PHILADELP	HIA, PA 191	03							Person	whole than one Re	porting	
(City)	(State)	(Zip)	Table	I - Non	-De	erivative S	ecuri	ties Ac	quired, Disposed o	of, or Beneficial	lly Owned	
	2. Transaction I (Month/Day/Ye	ar) Execution any	med on Date, if Day/Year)	Code (Instr. 8	3)	4. Securit nAcquired Disposed (Instr. 3, Amount	(A) o of (D	)	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	02/18/2013			M		213	A	<u>(1)</u>	4,323	D		

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.

 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 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. Transactiv Code (Instr. 8)	5. Number onof Derivative 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)		8. Price of Derivativ Security (Instr. 5)
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Phantom Units	(1)	02/18/2013		М	213	(1)	(1)	Common Units	213	<u>(1)</u>

## **Reporting Owners**

Reporting Owner Name / Address		Relationships						
	Director	10% Owner	Officer	Other				
BANKS TONY C 1845 WALNUT STREET, 10TH FLOOD PHILADELPHIA, PA 19103	R X							
Signatures								
Gerald R. Shrader, Attorney-in-Fact	02/20/2013							
**Signature of Reporting Person	Date							
<b>Explanation of Respon</b>	ses:							

\* 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. (the "Partnership") 2010 Long Term Incentive Plan (the "2010 Plan"). The reporting person received 854 phantom units under the 2010 Plan on February 18, 2011. 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. The reporting person elected to receive common units. 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.