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ATLAS PIPELINE PARTNERS LP

Form 4

February 20, 2014

FORM 4

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

OMB 3235-0287 Number:

Check this box if no longer subject to Section 16.

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

January 31, Expires: 2005

OMB APPROVAL

Form 4 or Form 5 obligations Estimated average burden hours per 0.5 response...

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 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 * COHEN JONATHAN Z			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) 1845 WALNU	(First) (Mi	ddle) ΓΗ	3. Date of Earliest Transaction (Month/Day/Year) 02/18/2014	_X_ Director 10% Owner Nother (give title Other (specify below)			
	(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			
PHILADELPH	HIA, PA 19103			Form filed by More than One Reporting Person			

(City)	(State)	(Zip) Tab	le I - Non-	Derivative	Secui	rities Acqu	ired, 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. 4. Securities Acquired (A) Transactioner Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)				5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code V	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)	(Instr. 4)		
Common Units	02/20/2014		P	33,000	A	(1)	33,000	I	By Childrens' Trust (2)	
Common Units	02/20/2014		P	10,000	A	\$ 30.227	10,000	I	By Trust (3)	
Common Units	02/18/2014		A	50,000	A	<u>(4)</u>	253,527 (5)	D		
Common Units	02/20/2014		P	10,000	A	<u>(6)</u>	263,527 (5)	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)

9. Nu Deriv Secur Bene

Follo Repo Trans (Insti

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 Exerci	isable and	7. Title	e and	8. Price of	ç
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orNumber	Expiration Da	te	Amou	nt of	Derivative	J
Security	or Exercise		any	Code	of	(Month/Day/Y	(ear)	Under	lying	Security	,
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securi	ties	(Instr. 5)]
	Derivative				Securities			(Instr.	3 and 4)		(
	Security				Acquired						J
					(A) or						J
					Disposed						-
					of (D)						(
					(Instr. 3,						
					4, and 5)						
									Amount		
									or		
					Date	Expiration	Title	Number			
						Exercisable	Date	Title	of		
				Code V	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

COHEN JONATHAN Z

1845 WALNUT STREET, 10TH FLOOR X Vice Chairman

PHILADELPHIA, PA 19103

Signatures

Gerald R. Shrader, Attorney-in-Fact

**Signature of Reporting Person Da

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 trust purchased units of the issuer in multiple transactions at prices ranging from \$30.01 to \$30.39.
- (2) The reporting person is a co-trustee of the trust and disclaims beneficial ownership.
- (3) The reporting person is a co-trustee and co-beneficiary of the trust.

The reporting person is a participant in the Atlas Pipeline Partners, L.P. 2010 Long-Term Incentive Plan (the "Plan"). The reporting person received 50,000 phantom units under the Plan on February 18, 2014. Each phantom unit represents the right to receive, upon

(4) vesting, one common unit of limited partnership interest of the Partnership. The phantom units will vest over a 3 year period, with 33% vesting on the first anniversary of the grant date, 33% vesting on the second anniversary of the grant date and 34% vesting on the third anniversary of the grant date. The units are receivable without additional consideration.

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- (5) 175,000 of these units remain subject to vesting schedules.
- (6) The reporting person purchased units of the issuer in multiple transactions at prices ranging from \$29.92 to \$30.39.

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.