

ATLAS PIPELINE PARTNERS LP  
Form 4  
August 29, 2014

**FORM 4**

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**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 30(h) of the Investment Company Act of 1940

(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) (First) (Middle)  
1845 WALNUT STREET, 10TH FLOOR  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
08/28/2014

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
Vice Chairman

PHILADELPHIA, PA 19103

(City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially 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. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  |                                | Code V Amount (A) or (D) Price                                    |   |  |                                   |
| Common Units                    | 08/28/2014                           |  | F(1)                           | 10,177 D \$ 31.44   | 273,350 (3)   | D  |                                   |
| Common Units                    | 08/28/2014                           |  | F(2)                           | 5,089 D \$ 33.88  | 268,261 (3)   | D  |                                   |
| Common Units                    |                                      |  |                                |   | 33,000  | I  | By Childrens' Trust (4)           |
| Common Units                    |                                      |  |                                |   | 10,000  | I  | By Trust (5)                      |

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

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(9-02)

**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. Transaction Code (Instr. 8) | 5. Number of 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 Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Following Transaction (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |               |       |
|--|---------------|-----------|---------------|-------|
|  | Director      | 10% Owner | Officer       | Other |
| COHEN JONATHAN Z<br>1845 WALNUT STREET, 10TH FLOOR<br>PHILADELPHIA, PA 19103 | X             |           | Vice Chairman |       |

## 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 10,177 common units withheld of Atlas Pipeline Partners, L.P., under the 2010 Long Term Incentive Plan, to satisfy the reporting person's tax obligation in connection with the vesting of 25,000 phantom units on April 26, 2014.

On August 28, 2014, the reporting person elected to have 5,089 common units withheld of Atlas Pipeline Partners, L.P., under the 2010 Long Term Incentive Plan, to satisfy the reporting person's tax obligation 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 is a co-trustee of the trust and disclaims beneficial ownership.

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(5) The reporting person is a co-trustee and co-beneficiary of the trust.

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

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