Edgar Filing: JACKSON GAYLE P W - Form 4

JACKSON G Form 4 March 21, 20												
FORM	Δ										PPROVAL	
	UNITE	D STATES				ND EXC D.C. 205		NGE (COMMISSION	OMB Number:	3235-0287	
Check this if no longe	-r									Expires:	January 31, 2005	
subject to	SIAIR	EMENT O	F CHAN		GES IN BENEFICIAL OWNER					Estimated a		
Section 16 Form 4 or				SECU	JKI	TIES				burden hou	•	
Form 5	Filed p	oursuant to S	Section 16	5(a) of	the	Securiti	es Ex	chang	ge Act of 1934,	response	0.5	
obligation may contin	^s Section 1			• •					f 1935 or Sectio	n		
See Instructure 1(b).		30(h)	of the Inv	vestme	nt (Company	y Act	of 194	40			
(Print or Type R	esponses)											
JACKSON GAYLE P W Sy A			Symbol	•				-	5. Relationship of Reporting Person(s) to Issuer			
			ATLAS [APL]	ATLAS PIPELINE PARTNERS LP [APL]					(Check all applicable)			
(Last) (First) (Middle) 3. Date of			f Earliest Transaction					_X_Director10% Owner				
1845 WALN FLOOR	UT STREET,	10TH	(Month/D) 03/17/20	-)				Officer (give below)	below)	er (specify	
	(Street)		4. If Amer Filed(Mon			e Original			6. Individual or Jo Applicable Line)	oint/Group Filin	ng(Check	
PHILADELF	PHIA, PA 191	03	Theu(mon	ul/Duy/1	cury				_X_ Form filed by 0	One Reporting Pe Aore than One Re		
(City)	(State)	(Zip)	Table	e I - Noi	n-De	erivative S	ecuri	ties Aco	quired, Disposed of	f, or Beneficial	lly Owned	
1.Title of Security (Instr. 3)	2. Transaction I (Month/Day/Ye	on Date, if	Code	TransactionAcquired (A) or Code Disposed of (D))	Securities Beneficially	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	Indirect Beneficial		
		(Month/		(Instr. 8)		(Instr. 3, 4 and 5) (A)		5)			Ownership (Instr. 4)	
				Code	v	Amount	or (D)	Price	(Instr. 3 and 4)			
Common Units	03/17/2006			М		77	A	<u>(1)</u>	77	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. Transacti Code (Instr. 8)	Derivative		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. I De Sec (In
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Phantom Units	<u>(1)</u>	03/17/2006		М		77	03/17/2006	03/17/2006	Common Units	77	
Phantom Units	<u>(2)</u>	03/17/2006		М	364		03/17/2006	03/17/2006	Common Units	364	

Reporting Owners

Reporting Owner Name	Relationships						
	Director	10% Owner	Officer	Other			
JACKSON GAYLE P W 1845 WALNUT STREET, PHILADELPHIA, PA 1910	Х						
Signatures							
Gayle Jackson	03/17/2006						
<u>**</u> Signature of	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).

The undersigned is a participant in the Atlas Pipeline Partners, L.P. (the ?Partnership?) Long-Term Incentive Plan (the ?Plan?). The undersigned received 308 phantom units under the Plan on March 17, 2005. Each phantom unit represents the right to receive, upon (1) 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 undersigned elected to receive common units. The units are receivable without additional consideration.

(2) The undersigned received 364 phantom units under the Plan as of March 17, 2006.

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.

Reporting Person