

BANKS TONY C
Form 4
February 13, 2013

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 *
BANKS TONY C

(Last) (First) (Middle)

1845 WALNUT STREET, 10TH FLOOR

(Street)

PHILADELPHIA, PA 19103

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

Atlas Resource Partners, L.P. [APL]

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

02/11/2013

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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	02/11/2013		M		125	A	Ⓟ 3,310
Common Units	02/11/2013		M		125	D	Ⓟ 3,435
Common Units	02/11/2013		M		326	D	Ⓟ 3,761
Common Units	02/11/2013		M		349	D	Ⓟ 4,110

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. Pr Deri Secu (Inst	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Phantom Units	<u>(1)</u>	02/11/2013	<u>(1)</u>	M		125	<u>(1)</u> <u>(1)</u>	Common Units	125
Phantom Units	<u>(1)</u>	02/11/2013	<u>(1)</u>	M		125	<u>(1)</u> <u>(1)</u>	Common Units	125
Phantom Units	<u>(1)</u>	02/11/2013	<u>(1)</u>	M		326	<u>(1)</u> <u>(1)</u>	Common Units	326
Phantom Units	<u>(1)</u>	02/11/2013	<u>(1)</u>	M		349	<u>(1)</u> <u>(1)</u>	Common Units	349
Phantom Units	<u>(2)</u>	02/11/2013	<u>(2)</u>	A		1,531	<u>(2)</u> <u>(2)</u>	Common Units	1,531

Reporting Owners

Reporting Owner Name / Address

BANKS TONY C
1845 WALNUT STREET, 10TH FLOOR
PHILADELPHIA, PA 19103

Relationships

Director 10% Owner Officer Other

X

Signatures

Gerald R. Shrader,
Attorney-in-Fact

02/13/2013

**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).

The reporting person is a participant in the Atlas Pipeline Partners, L.P. 2004 Long Term Incentive Plan (the "2004 Plan"). The reporting person received 500 phantom units under the 2004 Plan on February 11, 2009 and 500 phantom units under the 2004 Plan on February 11, 2010. The reporting person is also a participant in the Atlas Pipeline Partners, L.P. 2010 Long Term Incentive Plan (the "2010 Plan")

(1) and received 1,305 phantom units under the 2010 Plan on February 11, 2011 and 1,397 phantom units under the 2010 Plan on February 11, 2012. 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.

(2) The reporting person received 1,531 phantom units under the 2010 Plan on February 11, 2013.

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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