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Rudolph Mar	rtin												
Form 4/A	20 7												
March 20, 20	_									OMB A	PPROVAL		
FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549									OMB Number:	3235-0287			
Check thi	er			U						Expires:	January 31		
if no longer subject to Section 16. Form 4 or				SEC	UR]	ITIES			Estimated burden ho response.	urs per			
Form 5 obligation may cont <i>See</i> Instru 1(b).	ns Section 17	(a) of the		ility H	lold	ing Com	ipany	Act o	ge Act of 1934, of 1935 or Sectio 40	on			
(Print or Type R	Responses)												
Rudolph Martin Symbo						Ticker or T		-	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
			[APL]										
(Mor			(Month/D	3. Date of Earliest Transaction (Month/Day/Year) 03/17/2006					X_ Director 10% Owner Officer (give titleOther (specify below) below)				
(Street) 4. If Am Filed(M				f Amendment, Date Original ed(Month/Day/Year) /17/2006					 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person 				
(City)	(State)	(Zip)	Table	e I - No	n-De	erivative S	Securi	ities Ac	quired, Disposed (of, or Beneficia	ally Owned		
1.Title of Security (Instr. 3)	2. Transaction Dat (Month/Day/Year)	Execution Execution Execution	med on Date, if Day/Year)	3. Transa Code (Instr.		4. Securities nAcquired (A) or Disposed of (D) (Instr. 3, 4 and 5) (A) or			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)			
Common	03/17/2006			Code M	V	Amount 77	(D) A	Price (1)	(msu: 5 and 1) 77	D			
Units Common	03/17/2006				V					D			
Units	05/17/2000			G	V	77	D	<u>(2)</u>	0	D			
Common Units	03/17/2006			G	v	77	А	<u>(2)</u>	577	Ι	By Logan Properties (2)		

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)

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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)

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. Transactie 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. Price Derivati Security (Instr. 5)
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Phantom Units	<u>(1)</u>	03/17/2006		М		77	<u>(1)</u>	(1)	Common Units	77	<u>(1)</u>
Phantom Units	<u>(3)</u>	03/17/2006		М	364		(3)	(3)	Common Units	364	<u>(3)</u>

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
Rudolph Martin 1845 WALNUT STREET, 10TH FLOOR PHILADELPHIA, PA 19103	Х						
Signatures							
Lisa Washington, 03/ Attorney-in-Fact	20/2007						

Date

**Signature of Reporting Person

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.

On March 17, 2006, the undersigned made a gift of 77 common units to Logan Properties, a limited liability company of which the (2) undersigned, his wife and his child own 100% of the membership interests and of which the undersigned is the manager. This form has been amended to accurately reflect the undersigned's units as indirectly held by Logan Properties.

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(3) 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.