

BANKS TONY C
Form 4
October 10, 2012

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
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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

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)
10/07/2012

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

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)
				(A) or (D) Price			
Common Units	10/07/2012		M	262 A <u>1</u>	3,185	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.

SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

<hr/> JAMES L. HAYNE* <hr/> James L. Hayne	Director
<hr/> KAREN E. JENNINGS* <hr/> Karen E. Jennings	Director
<hr/> RICHARD M. KLEBERG, III* <hr/> Richard M. Kleberg, III	Director
<hr/> ROBERT S. McCLANE* <hr/> Robert S. McClane	Director
<hr/> IDA CLEMENT STEEN* <hr/> Ida Clement Steen	Director
<hr/> HORACE WILKINS, JR.* <hr/> Horace Wilkins, Jr.	Director
<hr/> MARY BETH WILLIAMSON* <hr/> Mary Beth Williamson	Director
<hr/> *By: /s/PHILLIP D. GREEN <hr/> Phillip D. Green (as Attorney-in-Fact for the persons indicated)	Group Executive Vice President and Chief Financial Officer

EXHIBIT INDEX

Exhibit Number	Exhibit
4.1	Restated Articles of Incorporation of Cullen/Frost (incorporated herein by reference to Exhibit 3.1 to the Cullen/Frost Annual Report on Form 10-K (File No. 001-13221) for the year ended December 31, 2000).

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- 4.2 Amended Bylaws of Cullen/Frost (incorporated herein by reference to Exhibit 3.2 to the Cullen/Frost Annual Report on Form 10-K/A (File No. 001-13221) for the year ended December 31, 1995).
- 4.3 Shareholder Protection Rights Agreement, dated as of January 26, 1999, between Cullen/Frost Bankers, Inc. and The Frost National Bank, as Rights Agent (incorporated herein by reference to the Registration Statement of Cullen/Frost Bankers, Inc. on Form 8-A12B (File No. 001-13221), dated February 1, 1999).
- 4.4 Cullen/Frost Bankers, Inc. 1997 Director Stock Plan.
- 5 Opinion of Baker Botts L.L.P. re Legality.
- 23.1 Consent of Independent Auditors.
- 23.2 Consent of Baker Botts L.L.P. (contained in the opinion of Baker Botts L.L.P. filed as Exhibit 5 hereto).
- 24 Power of Attorney.