Rudolph Martin
Form 4
March 19, 2009

FORM 4

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

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 * Rudolph Martin	2. Issuer Name **and** Ticker or Trading Symbol **ATLAS PIPELINE PARTNERS LP** [APL]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) __X__ Director _____ 10% Owner _____ Officer (give title _____ Other (specify below) below)
(Last) (First) (Middle) 1845 WALNUT STREET, 10TH FLOOR	3. Date of Earliest Transaction (Month/Day/Year) 03/17/2009	
(Street)	4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person ___ Form filed by More than One Reporting Person
PHILADELPHIA, PA 19103		
(City) (State) (Zip)		

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Units	03/17/2009		M		77	A	(1)	77	D	
Common Units	03/17/2009		M		91	A	(1)	168	D	
Common Units	03/17/2009		M		78	A	(1)	246	D	
Common Units	03/17/2009		M		95	A	(1)	341	D	

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

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)
				Code	V	(A)	(D)		Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Phantom Units	(1)	03/17/2009		M			77	(1)	(1)	Common Units	77	(1)
Phantom Units	(1)	03/17/2009		M			91	(1)	(1)	Common Units	91	(1)
Phantom Units	(1)	03/17/2009		M			78	(1)	(1)	Common Units	78	(1)
Phantom Units	(1)	03/17/2009		M			95	(1)	(1)	Common Units	95	(1)
Phantom Units	(2)	03/17/2009		M		500		(2)	(2)	Common Units	500	(2)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Rudolph Martin 1845 WALNUT STREET, 10TH FLOOR PHILADELPHIA, PA 19103	X			

Signatures

Lisa Washington, Attorney-in-Fact	03/19/2009
****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).

(1)   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; 364 phantom units under the Plan on March 17, 2006; 315 phantom units under the Plan on March 17, 2007; and 383 phantom units under the Plan on March 17, 2008. 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 undersigned elected to receive common units. The units are receivable without additional consideration.

(2)   The undersigned received 500 phantom units under the Plan as of March 17, 2009.

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.