

Atlas Resource Partners, L.P.
 Form 4
 April 07, 2014

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549

OMB APPROVAL

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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 *
 Wolf Bruce M

(Last) (First) (Middle)

PARK PLACE CORPORATE
 CENTER ONE, 1000 COMMERCE
 DRIVE, SUITE 400

(Street)

PITTSBURGH, PA 15275

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
 Atlas Resource Partners, L.P. [ARP]

3. Date of Earliest Transaction
 (Month/Day/Year)
 04/03/2014

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)
				(A) or (D)	Price		
Common Units	04/03/2014		M	217	A <u>(1)</u> 10,919	D	
Common Units	04/03/2014		M	258	A <u>(2)</u> 11,177	D	

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 (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Phantom Units	<u>(1)</u>	04/03/2014		M		<u>(1)</u>	<u>(1)</u>	Common Units	217
Phantom Units	<u>(2)</u>	04/03/2014		M		<u>(2)</u>	<u>(2)</u>	Common Units	258
Phantom Units	<u>(3)</u>	04/03/2014		A		<u>(3)</u>	<u>(3)</u>	Common Units	3,591

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Wolf Bruce M PARK PLACE CORPORATE CENTER ONE 1000 COMMERCE DRIVE, SUITE 400 PITTSBURGH, PA 15275	X			

Signatures

Lisa Washington,
Attorney-in-fact

04/07/2014

 **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 Resource Partners, L.P. (the "Partnership") 2012 Long-Term Incentive Plan (the "Plan").
- (1) The reporting person received 869 phantom units under the Plan on April 3, 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 of the Partnership in connection with the vesting.
- (2) The reporting person received 1,035 phantom units under the Plan on April 3, 2013. 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 of the Partnership in connection with the vesting.
- (3) The reporting person received 3,591 phantom units under the Plan on April 3, 2014. 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

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vest 25% per year.

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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