

KOTEK FREDDIE M  
Form 4  
May 17, 2012

**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 \*  
**KOTEK FREDDIE M**

(Last) (First) (Middle)

**PARK PLACE CORPORATE CENTER ONE, 1000 COMMERCE DRIVE, 4TH FLOOR**

(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)

**05/15/2012**

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)  
**SVP Investment Partnership Div**

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 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	05/15/2012		A		50,000	A	Ⓣ
Common Units					2,788	I	By GRAT
Common Units					278	I	By Spouse
Common Units					2,788	I	By Spouse GRAT
Common Units					195	I	By Children

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Common Units	252	I	By Children's Trust
Common Units	659	I	By Mother-In-Law

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)

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. Amount or Number of Shares
Unit Options	\$ 24.67	05/15/2012		A	70,000	(2) 05/15/2012	Common Units	70,000

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KOTEK FREDDIE M PARK PLACE CORPORATE CENTER ONE 1000 COMMERCE DRIVE, 4TH FLOOR PITTSBURGH, PA 15275			SVP Investment Partnership Div	

## Signatures

Lisa Washington,  
Attorney-In-Fact

05/17/2012

\*\*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 reporting person is a participant in the Atlas Resource Partners, L.P. (the "Partnership") 2012 Long-Term Incentive Plan (the "Plan"). The reporting person received 50,000 phantom units under the Plan on May 15, 2012. Each phantom unit represents the right to receive, upon vesting, one common unit of the Partnership. The phantom units in the Plan vest 25% per year. The units are receivable without

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additional consideration.

(2) The reporting person received 70,000 options under the Plan on May 15, 2012. The options 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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