Edgar Filing: MCGRATH SEAN P - Form 4

MCGRATH SEA Form 4	AN P										
November 12, 20		UNITED STATES SECURITIES AND EXCHANGE COMMISSION									
Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. <i>See</i> Instruction 1(b).	STATE Filed pu Section 17	Washington, D.C. 20549 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								Number: January 31, Expires: January 31, 2005 Estimated average burden hours per response 0.5	
(Print or Type Respon	nses)										
MCGRATH SEAN P Syn Atl (Last) (First) (Middle) 3. E (Mo			2. Issuer Name and Ticker or Trading Symbol Atlas Pipeline Holdings, L.P. [AHD]					5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner X Officer (give title 0ther (specify below) Chief Accounting Officer			
			(Month/Da	3. Date of Earliest Transaction Month/Day/Year) 11/10/2009							
((Street) 4. If Amen Filed(Mont				e Original			 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person 			
MOON TOWNS	SHIP, PA 15	5108						Form filed by M Person	More than One Re	porting	
(City) ((State)	(Zip)	Table	I - Non-De	erivative S	ecuri	ties Aco	quired, Disposed o	f, or Beneficial	ly Owned	
	Fransaction Da onth/Day/Yea	r) Executio any		3. Transactio Code (Instr. 8) Code V	4. Securit nAcquired Disposed (Instr. 3, Amount	(A) o of (D)	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 11/ Units	/10/2009			М	1,875	А	<u>(1)</u>	1,875	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.

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

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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. Transactic Code (Instr. 8)	5. Number on f 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. Pric Deriva Securi (Instr.
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Phantom Units	<u>(1)</u>	11/10/2009		М	1,875	<u>(1)</u>	<u>(1)</u>	Common Units	1,875	<u>(1</u>

Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
MCGRATH SEAN P WESTPOINTE CORPORATION CENTER ONE 1550 CORAOPOLIS HEIGHTS RD. 2ND. FLOOR MOON TOWNSHIP, PA 15108			Chief Accounting Officer			
Cianaturaa						

Signatures

Lisa Washington, Attorney-in-Fact <u>**</u>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 undersigned is a participant in the Atlas Pipeline Holdings, L.P. (the "Partnership") Long-Term Incentive Plan (the "Plan"). The undersigned received 7,500 phantom units under the Plan on November 10, 2006. Each phantom unit represents the right to receive, upon

(1) undersigned received 7,500 phantom units under the rian on November 10, 2000. Each phantom unit represents the right to receive, upon vesting, one common unit of limited partner interest of the Partnership. The phantom units in the Plan vest 25% on the third anniversary of the grant and 75% on the fourth anniversary of the grant.

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.