

Warren Ellen  
Form 4  
January 25, 2010

**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 \*  
Warren Ellen

(Last) (First) (Middle)

1845 WALNUT STREET, 10TH FLOOR

(Street)

PHILADELPHIA, PA 19103

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
ATLAS ENERGY, INC. [ATLS]

3. Date of Earliest Transaction  
(Month/Day/Year)  
01/24/2010

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)		
			Code	V	Amount	(A) or (D)	Price		
Common Stock	01/24/2010		M		145	A	14	863	D
Common Stock	01/24/2010		M		145	A	14	1,008	D
Common Stock	01/24/2010		M		145	A	14	1,153	D

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

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SEC 1474 (9-02)

number.

**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)
Phantom Stock	(1)	01/24/2010		M	145	(1) (1)	Common Stock 145	(1)
Phantom Stock	(1)	01/24/2010		M	145	(1) (1)	Common Stock 145	(1)
Phantom Stock	(1)	01/24/2010		M	145	(1) (1)	Common Stock 145	(1)

## Reporting Owners

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

## Signatures

Lisa Washington, Attorney-in-Fact  
Date: 01/25/2010

\*\*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 Energy, Inc. (the "Company") Assumed Long-Term Incentive Plan ("Assumed Plan"). The undersigned received 500 phantom units under the Atlas Energy Resources, LLC ("ATN") Long-Term Incentive Plan on each of January 24, 2007, 2008 and 2009, which were exchanged for 580 phantom shares of the Company in connection with the merger of ATN into a wholly-owned subsidiary of the Company. Each phantom share represents the right to receive, upon vesting, either one share of common stock of the Company or its then fair market value in cash. The phantom shares in the Assumed Plan vest 25% per year and are receivable without additional consideration.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

## Edgar Filing: Warren Ellen - Form 4

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