

COHEN EDWARD E  
Form 4/A  
February 10, 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 \*  
COHEN EDWARD E

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
1845 WALNUT STREET, 10TH FLOOR

3. Date of Earliest Transaction (Month/Day/Year)  
02/08/2010

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
Chairman, CEO and President

(Street)  
PHILADELPHIA, PA 19103

4. If Amendment, Date Original Filed(Month/Day/Year)  
02/10/2010

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

(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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	02/08/2010		A		86,059	A	Ⓛ
Common Stock					240,059	(2)	D
Common Stock					1,382,268	I	By foundation (3)
Common Stock					715,423	I	By partnership (4)
Common Stock					141,378	I	By trust
					129,296	I	

Common Stock				By spouse trust
Common Stock	50,454	I		By spouse IRA
Common Stock	101,741	I		By IRA
Common Stock	219,381	I		By ESOP
Common Stock	48,600	I		By 401(k) plan

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 Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount Number Shares
Stock Option (right to buy)	\$ 29.05	02/08/2010		A	220,000	02/08/2010 <sup>(5)</sup> 02/08/2020	Common Stock 220,000

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
COHEN EDWARD E 1845 WALNUT STREET 10TH FLOOR PHILADELPHIA, PA 19103	X		Chairman, CEO and President	

## Signatures

Lisa Washington,  
Attorney-in-fact

02/10/2010

\_\_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).
- The reporting person is a participant in the Atlas Energy, Inc. 2009 Stock Incentive Plan (the "Plan"). The reporting person received
- (1) 86,059 restricted stock units under the Plan on February 8, 2010. Each restricted stock unit represents the right to receive, upon vesting, one share of the Company's common stock. The restricted stock units vest 25% per year on the anniversary date of the grant.
  - (2) All of these shares are restricted stock units subject to time-based vesting.
  - (3) The reporting person is a co-trustee of Arete Foundation, a charitable foundation. The reporting person disclaims beneficial ownership to these shares.
  - (4) The reporting person and his spouse are the sole shareholders, officers and directors of the corporate general partner of Solomon Investment Partnership, L.P. a limited partnership, and are the sole limited partners of the partnership.
  - (5) The reporting person received 220,000 stock options under the Plan on February 8, 2010. The options vest 25% per year on the anniversary date of the grant.

### Remarks:

The reporting person is filing this amendment to Form 4 for the purpose of correcting the exercise price of the derivative security.

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.