

Atlas Resource Partners, L.P.
 Form 4
 May 02, 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 *
 COHEN EDWARD E

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

PHILADELPHIA, PA 19103

(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)
 04/30/2012

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)
 Chairman & CEO

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 Indirect Beneficial Ownership (Instr. 4)
Common Units	04/30/2012		P	V Amount \$ 20 (1) 50,000 A	52,297 (2)	D	
Common Units	04/30/2012		P	V Amount \$ 20 (1) 150,000 A	270,344 (2)	I	By Foundation (3)
Common Units					3,396 (2)	I	By Partnership (4)
Common Units					7,510 (2)	I	By Trust
					6,869 (2)	I	

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 purchased the common units in a private placement transaction.
- (2) In connection with the issuer's spin-off from Atlas Energy, L.P. ("ATLS"), the issuer's common units were distributed to ATLS unitholders using a ratio of 0.1021 to 1. The reporting person's units set forth in this report have been adjusted accordingly.
- (3) The reporting person is a co-trustee of Arete Foundation, a charitable foundation. The reporting person disclaims beneficial ownership to these units.
- (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 partners of the partnership.

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.