

Atlas Resource Partners, L.P.
 Form 3
 February 21, 2012

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 * Â Atlas Energy, L.P. (Last) (First) (Middle) PARK PLACE CORPORATE CENTER ONE, Â 1000 COMMERCE DRIVE, SUITE 400 (Street) PITTSBURGH, Â PA Â 15275 (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 02/14/2012	3. Issuer Name and Ticker or Trading Symbol Atlas Resource Partners, L.P. [ARP]	4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below)	5. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
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Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Units representing Limited Partner Interests	26,200,000 <u>(1)</u> <u>(2)</u>	D	Â

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

SEC 1473 (7-02)

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

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date	3. Title and Amount of Securities Underlying	4. Conversion	5. Ownership	6. Nature of Indirect Beneficial Ownership
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(Month/Day/Year)			Derivative Security (Instr. 4)	or Exercise Price of Derivative Security	Form of Derivative Security: Direct (D) or Indirect (I)	(Instr. 5)
Date Exercisable	Expiration Date	Title	Amount or Number of Shares			

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Atlas Energy, L.P.

PARK PLACE CORPORATE CENTER ONE
1000 COMMERCE DRIVE, SUITE 400
PITTSBURGH, PA 15275

 X

Signatures

/s/ Lisa Washington Vice President, Chief Legal Officer and Secretary of Atlas Energy GP, LLC, the general partner of Atlas Energy, L.P.

02/21/2012

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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).

As of the date of this report, Atlas Resource Partners, L.P. ("ARP") is a wholly-owned subsidiary of Atlas Energy, L.P. ("ATLS") (NYSE: ATLS), through ATLS' ownership of all of ARP's common units and the ownership by ATLS of Atlas Resource Partners, GP, LLC ("ARP GP"), the general partner of ARP. ARP GP owns all of ARP's Class A Units and incentive distribution rights. ATLS has announced that the board of directors of the general partner of ATLS has approved the distribution of approximately 5.24 million common units representing an approximately 19.6% limited partner interest in ARP (and approximately 20% of the ARP common units) to the holders of ATLS' common units. The distribution of common units of ARP will be made after the close of trading on March 13, 2012 to ATLS unitholders of record as of the close of business on February 28, 2012, the record date for the distribution. (Continued in Footnote 2)

ATLS will distribute 0.1021 of an ARP common unit for each common unit of ATLS outstanding as of the record date. Unitholders will receive cash in lieu of fractional ARP common units. Immediately following the distribution, ATLS will continue to own approximately 20.96 million ARP common units, representing an approximately 78.4% limited partner interest in ARP (and approximately 80% of the ARP common units). In addition, ATLS will continue to own 100% of the equity of ARP GP, which, in turn, will continue to own all of the ARP Class A Units, representing a 2% general partner interest in ARP, and incentive distribution rights in ARP.

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.