

Atlas Resource Partners, L.P.
Form 4
December 11, 2013

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 *
COOPERMAN LEON G

(Last) (First) (Middle)

11431 W. PALMETTO PARK ROAD

(Street)

BOCA RATON, FL 33428

(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)

11/13/2013

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___X___ 10% Owner
___ Officer (give title below) ___ Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)

X 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)			
			Code	V	Amount	(A) or (D)	Price			
Common Unit	11/13/2013		P		2,114	A	\$ 19	2,423,112	I	Investment Entities ⁽¹⁾
Common Units	11/14/2013		P		109,440	A	\$ 19.3 ⁽²⁾	2,532,552	I	Investment Entities ⁽¹⁾
Common Units	11/14/2013		P		14,100	A	\$ 19.3 ⁽²⁾	2,507,642	I	Managed Accounts ⁽³⁾
Common Units	11/14/2013		P		100,000	A	\$ 19.3 ⁽²⁾	475,000	I	Wife ⁽⁴⁾
Common Units	11/18/2013		P		50,000	A	\$ 19.25 ⁽²⁾	700,525	D	

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Common Units	11/18/2013	P	25,000	A	\$ 19.25 (2)	500,000	I	Wife ⁽⁴⁾
Common Units	11/18/2013	P	33,600	A	\$ 19.25 (2)	2,566,152	I	Investment Entities ⁽¹⁾
Common Units	11/18/2013	P	41,400	A	\$ 19.25 (2)	2,549,042	I	Managed Accounts ⁽³⁾
Common Units	11/19/2013	P	25,000	A	\$ 18.87 (2)	725,525	D	
Common Units	11/19/2013	P	39,900	A	\$ 18.87 (2)	2,606,052	I	Investment Entities ⁽¹⁾
Common Units	11/19/2013	P	35,100	A	\$ 18.87 (2)	2,584,142	I	Managed Accounts ⁽³⁾
Common Units						30,000	I	Omega Charitable Partners ⁽⁵⁾
Common Units						100,000	I	Cooperman Foundation ⁽⁶⁾
Common Units						100,000	I	Son ⁽⁷⁾
Common Units						50,000	I	Son's Trust ⁽⁸⁾
Common Units						20,000	I	Cooperman Family Fund ⁽⁹⁾
Common Units						38,200	I	Cooperman FL Residence Trust ⁽¹⁰⁾

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)

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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. 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)	9. Number of Derivative Securities Owned (Instr. 5)	10. Proceeds from Derivative Security (Instr. 5)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
COOPERMAN LEON G 11431 W. PALMETTO PARK ROAD BOCA RATON, FL 33428		X		

Signatures

Alan M. Stark, Attorney-in-fact, POA on file	12/11/2013
**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 securities are held in the accounts of private investment entities over which the reporting person has investment discretion. The reporting person disclaims beneficial ownership except to the extent of his pecuniary interest therein, and the inclusion of these securities in this report shall not be deemed an admission of beneficial ownership for purposes of Section 16 or for any other purpose.
 - (2) Represents weighted average purchase price. Full information regarding the number of shares purchased at each separate price will be provided by the reporting person upon request to the staff of the SEC, the Issuer, or a security holder of the Issuer.
 - (3) The securities are held in managed accounts over which the reporting person has investment discretion. The reporting person disclaims beneficial ownership except to the extent of his pecuniary interest therein, and the inclusion of these securities in this report shall not be deemed an admission of beneficial ownership for purposes of Section 16 or for any other purpose.
 - (4) The securities are held in the account of Toby Cooperman, over which the reporting person has investment discretion. The reporting person disclaims beneficial ownership of these securities, and the inclusion of these securities in this report shall not be deemed an admission of beneficial ownership for purposes of Section 16 or for any other purpose.
 - (5) The securities are held in the account of the Omega Charitable Partnership LP over which the reporting person has investment discretion. The reporting person disclaims beneficial ownership of these securities, and the inclusion of these securities in this report shall not be deemed an admission of beneficial ownership for purposes of Section 16 or for any other purpose.
 - (6) The securities are held in the account of the Leon & Toby Cooperman Foundation over which the reporting person has investment discretion. The reporting person disclaims beneficial ownership of these securities, and the inclusion of these securities in this report shall not be deemed an admission of beneficial ownership for purposes of Section 16 or for any other purpose.

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- (7) The securities are held in the account of Michael S, Cooperman, over which the reporting person has investment discretion. The reporting person disclaims beneficial ownership of these securities, and the inclusion of these securities in this report shall not be deemed an admission of beneficial ownership for purposes of Section 16 or for any other purpose.
- (8) The securities are held in the account of the Michael S. Cooperman WRA trust, an irrevocable trust for the benefit of Michael S. Cooperman over which the reporting person has investment discretion. The reporting person disclaims beneficial ownership of these securities, and the inclusion of these securities in this report shall not be deemed an admission of beneficial ownership for purposes of Section 16 or for any other purpose.
- (9) The securities are held in the account of the Cooperman Family Fund for a Jewish Future, a Type 1 charitable supporting foundation over which the reporting person has investment discretion. The reporting person disclaims beneficial ownership of these securities, and the inclusion of these securities in this report shall not be deemed an admission of beneficial ownership for purposes of Section 16 or for any other purpose.
- (10) The securities are held in the Cooperman FL Residence Trust, an irrevocable trust for the benefit of the reporting person's wife and children, over which the reporting person has investment discretion. The reporting person disclaims beneficial ownership of these securities, and the inclusion of these securities in this report shall not be deemed an admission of beneficial ownership for purposes of section 16 or for any other purpose.

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.