#### KELLEY BYRON R

Form 4 June 03, 2011

### FORM 4

if no longer

subject to

Section 16.

Form 4 or

obligations

may continue.

See Instruction

Form 5

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Check this box 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

1(b).

(Last)

(Instr. 3)

(Print or Type Responses)

1. Name and Address of Reporting Person \* KELLEY BYRON R

(First)

2. Issuer Name and Ticker or Trading Symbol

CVR PARTNERS, LP [UAN]

(Middle) 3. Date of Earliest Transaction

(Month/Day/Year) C/O CVR PARTNERS, LP, 2277 06/01/2011 PLAZA DRIVE, SUITE 500

> (Street) 4. If Amendment, Date Original

Filed(Month/Day/Year)

3.

Applicable Line) \_X\_ Form filed by One Reporting Person Person

4. Securities

(City) (State)

SUGAR LAND, TX 77479

(Zip) 1.Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year)

Execution Date, if TransactionAcquired (A) or Code Disposed of (D) (Month/Day/Year) (Instr. 8)

(Instr. 3, 4 and 5)

Following Reported (A) Transaction(s) (Instr. 3 and 4) Code V Amount (D) Price

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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

1. Title of 3. Transaction Date 3A. Deemed 4. 5. Number of 6. Date Exercisable and 7. Title and Amount of 8. Pı Derivative Conversion (Month/Day/Year) Execution Date, if **Transaction**Derivative **Expiration Date Underlying Securities** Deri Security or Exercise any Code Securities (Month/Day/Year) (Instr. 3 and 4) Secu

**OMB APPROVAL** 

3235-0287

January 31,

2005

0.5

**OMB** 

Number:

Expires:

response...

5. Relationship of Reporting Person(s) to

(Check all applicable)

President and CEO

6. Individual or Joint/Group Filing(Check

Form filed by More than One Reporting

6. Ownership

Form: Direct

(I)

(Instr. 4)

(D) or Indirect Beneficial

below)

10% Owner

Other (specify

7. Nature of

Ownership

(Instr. 4)

Indirect

Issuer

below)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

5. Amount of

Securities

Owned

Beneficially

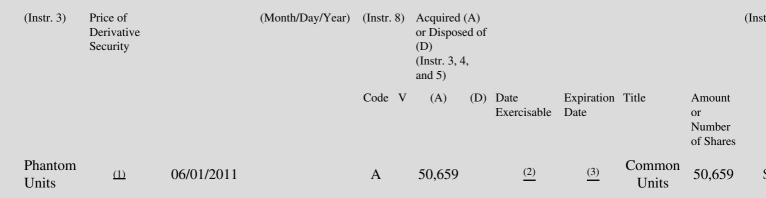
\_X\_\_ Director

X\_ Officer (give title

Estimated average

burden hours per

#### Edgar Filing: KELLEY BYRON R - Form 4



### **Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KELLEY BYRON R C/O CVR PARTNERS, LP 2277 PLAZA DRIVE, SUITE 500 SUGAR LAND, TX 77479	X		President and CEO	

## **Signatures**

/s/ Susan M. Ball, Attorney-in-fact 06/03/2011

\*\*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) Each Phantom Unit reported herein represents the economic equivalent of one Common Unit of CVR Partners, LP.
- (2) The Phantom Units awarded to Mr. Kelley vest in three equal annual installments beginning on June 1, 2012.
- (3) The Phantom Units expire immediately following their vesting in three equal annual installments beginning on June 1, 2012.

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.

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