CVR PARTNERS, LP Form 4/A January 14, 2015

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

Expires:

January 31, 2005

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response...

subject to Section 16. Form 4 or Form 5 obligations

may continue.

See Instruction

if no longer

Check this box

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).

(Print or Type Responses)

1. Name and Address of Reporting Person * PYTOSH MARK A

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

(Check all applicable)

Issuer

(First) (Last)

(Middle)

CVR PARTNERS, LP [UAN] 3. Date of Earliest Transaction

_X__ Director

10% Owner Other (specify

C/O CVR PARTNERS, LP, 2277

(Street)

PLAZA DRIVE, SUITE 500

below)

CEO and President 6. Individual or Joint/Group Filing(Check

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

12/30/2014

(Month/Day/Year)

12/26/2014

Applicable Line)

X_ Officer (give title

X Form filed by One Reporting Person Form filed by More than One Reporting

(Instr. 4)

Person

SUGAR LAND, TX 77479

(City) (State) (Zip)

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

1. Title of Security (Instr. 3)

2. Transaction Date 2A. Deemed (Month/Day/Year)

Execution Date, if

(Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of Securities Beneficially Owned Following

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial Ownership (I)

(Instr. 4)

(A)

Reported 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.

any

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

1. Title of Derivative Conversion Security or Exercise

3. Transaction Date 3A. Deemed (Month/Day/Year) Execution Date, if

4.

5. Number of **Transaction**Derivative Code Securities

6. Date Exercisable and **Expiration Date** (Month/Day/Year)

7. Title and Amount of **Underlying Securities** (Instr. 3 and 4)

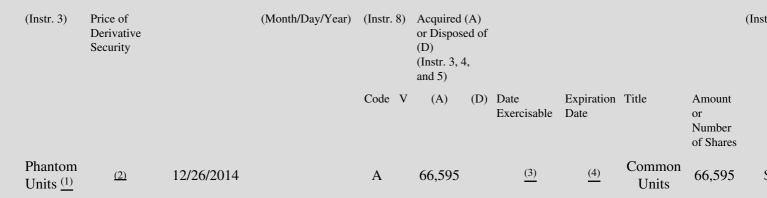
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Reporting Owners

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

Signatures

/s/ Susan M. Ball, Attorney-in-fact 01/14/2015

**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) There was a minor error in the number of phantom units originally reported on December 30, 2014 (and in the Form 8-K filed on January 2, 2015), and this amendment reflects the correct number of phantom units.
- (2) Each Phantom Unit reported herein represents the right to receive upon vesting, a cash payment equal to the average closing price of the common units of CVR Partners, LP for the 10 business days preceding the vesting date.
- (3) The Phantom Units awarded to the reporting person vest in three annual installments beginning on December 26, 2015.
- (4) The Phantom Units expire immediately following their vesting in three equal installments beginning on December 26, 2015.

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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