

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

1. Name and Address of Reporting Person* <u>White William L</u>  (Last) (First) (Middle) <u>C/O CVR PARTNERS, LP</u> <u>2277 PLAZA DRIVE, SUITE 500</u>  (Street) <u>SUGAR LAND TX 77479</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>CVR PARTNERS, LP [UAN]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>EVP, Marketing and Operations</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>12/26/2014</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	

**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 Units	12/27/2014 <sup>(4)</sup>		M		5,082	A	\$9.96	5,082	D	
Common Units	12/27/2014 <sup>(4)</sup>		D		5,082	D	\$9.96	0	D	
Common Units	12/28/2014		M		3,261	A	(5)	3,261	D	
Common Units	12/28/2014		F		1,072	D	\$9.18	2,189	D	
Common Units	12/30/2014 <sup>(6)</sup>		M		3,265	A	\$9.13	5,454	D	
Common Units	12/30/2014 <sup>(6)</sup>		D		3,265	D	\$9.13	2,189	D	

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

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 Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Phantom Units	(1)	12/26/2014		A		29,348		(2)	(3)	Common Units	29,348	\$0	29,348	D	
Phantom Units	(4)	12/27/2014		M		5,082		12/27/2014	12/27/2014	Common Units	5,082	\$9.96	10,162	D	
Phantom Units	(5)	12/28/2014		M		3,261		12/28/2014	12/28/2014	Common Units	3,261	(5)	3,261	D	
Phantom Units	(6)	12/30/2014		M		3,265		12/30/2014	12/30/2014	Common Units	3,265	\$9.13	0	D	

**Explanation of Responses:**

- 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.
- The Phantom Units awarded to the reporting person vest in three annual installments beginning on December 26, 2015.
- The Phantom Units expire immediately following their vesting in three equal installments beginning on December 26, 2015.
- This transaction represents the cash settlement of vested Phantom Units awarded on December 27, 2013.
- Each Phantom Unit reported herein represents the economic equivalent of one Common Unit of CVR Partners, LP. This transaction represents the settlement of vested Phantom Units in Common Units of CVR Partners, LP.
- This transaction represents the cash settlement of vested Phantom Units awarded on December 30, 2011.

/s/ Susan M. Ball, Attorney-in-fact 12/30/2014

\*\* Signature of Reporting Person Date

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

\* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.