SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

1. Name and Address of Reporting Person[*]	2. Issuer Name **and** Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)

1. Name and Address of Reporting Person[*]

Maffett Randal T.

(Last)	(First)	(Middle)

2277 PLAZA DRIVE, SUITE 500

(Street)

SUGAR LAND	TX	77479

(City)	(State)	(Zip)

2. Issuer Name **and** Ticker or Trading Symbol

CVR PARTNERS, LP [UAN]

3. Date of Earliest Transaction (Month/Day/Year)
12/28/2012

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

5. Relationship of Reporting Person(s) to Issuer (Check all applicable)

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

EVP, Business Development

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 Units	12/30/2012		M		3,694	A	(4)	6,836	D	
Common Units	12/30/2012		F		978	D	$24.53	5,858	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)	12/28/2012		A		11,211		(2)	(3)	Common Units	11,211	$0	30,834	D	
Phantom Units	(4)	12/30/2012		M			3,694	12/30/2012	12/30/2012	Common Units	3,694	(4)	27,140	D	

Explanation of Responses:

1. Each Phantom Unit reported herein represents the economic equivalent of one Common Unit of CVR Partners, LP.

2. The Phantom Units awarded to the reporting person vest in three annual installments beginning on December 28, 2013.

3. The Phantom Units expire immediately following their vesting in three equal installments beginning on December 28, 2013.

4. 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.

/s/ Edmund S. Gross, Attorney-in-fact   01/02/2013

** Signature of Reporting Person   Date