

PYTOSH MARK A
Form 4
December 18, 2018

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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 *
PYTOSH MARK A

2. Issuer Name and Ticker or Trading Symbol
CVR PARTNERS, LP [UAN]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
C/O CVR PARTNERS, LP, 2277
PLAZA DRIVE, SUITE 500

3. Date of Earliest Transaction
(Month/Day/Year)
12/14/2018

Director 10% Owner
 Officer (give title below) Other (specify below)
President and CEO

(Street)
SUGAR LAND, TX 77479

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Units <u>(1)</u>	12/15/2018		M		61,672	A	\$ 0 <u>(2)</u>
							137,604
Common Units <u>(1)</u>	12/15/2018		D		61,672	D	\$ 3.51 <u>(3)</u>
							75,932
Common Units <u>(4)</u>	12/16/2018		M		38,674	A	\$ 0 <u>(2)</u>
							114,606
Common Units <u>(4)</u>	12/16/2018		D		38,674	D	\$ 3.51 <u>(3)</u>
							75,932
	12/18/2018		M		26,683	A	
							102,615

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Common Units <u>(5)</u>					\$ 0 <u>(2)</u>		
Common Units <u>(5)</u>	12/18/2018		D	26,683	D	\$ 3.47	75,932 D
					<u>(3)</u>		

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

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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 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)
					Code	V	(A)		
Phantom Units <u>(6)</u>	<u>(2)</u>	12/14/2018		A		169,842	<u>(6)</u> <u>(7)</u>	Common Units	169,842
Phantom Units <u>(1)</u>	<u>(2)</u>	12/15/2018		M		61,672	<u>(1)</u> <u>(7)</u>	Common Units	61,672
Phantom Units <u>(4)</u>	<u>(2)</u>	12/16/2018		M		38,674	<u>(4)</u> <u>(7)</u>	Common Units	38,674
Phantom Units <u>(5)</u>	<u>(2)</u>	12/18/2018		M		26,683	<u>(5)</u> <u>(7)</u>	Common Units	26,683

Reporting Owners

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

Signatures

/s/ Mark A. Pytosh 12/18/2018

**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 Phantom Units were awarded to the reporting person by CVR Partners, LP on December 29, 2017, as compensation for services as an officer. These Incentive Units vest ratably in three annual installments beginning in December of each year following the grant date, subject to the terms of the award agreement.

(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) This price represents the average closing price of the common units of CVR Partners, LP for the 10 business days preceding the vesting date.

(4) The Phantom Units were awarded to the reporting person by CVR Partners, LP on December 31, 2016, as compensation for services as an officer. These Incentive Units vest ratably in three annual installments beginning in December of each year following the grant date, subject to the terms of the award agreement.

(5) The Phantom Units were awarded to the reporting person by CVR Partners, LP on December 18, 2015, as compensation for services as an officer. These Incentive Units vest ratably in three annual installments beginning in December of each year following the grant date, subject to the terms of the award agreement.

(6) The Phantom Units were awarded to the reporting person by CVR Partners, LP as compensation for services as an officer on December 14, 2018. These Phantom Units vest ratably in three annual installments beginning in December of each year following the grant date, subject to the terms of the award agreement.

(7) The Phantom Units expire immediately following their vesting.

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

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