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

FORM 4

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

Check this box

if no longer subject to Section 16. Form 4 or

Form 5 obligations may continue. See Instruction 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(b).

1. Name and Address of Reporting Person * White William L

(Zip)

(First) (Middle) (Last)

C/O CVR PARTNERS, LP, 2277 PLAZA DRIVE, SUITE 500

(Street)

(State)

SUGAR LAND, TX 77479

(City)

2. Issuer Name and Ticker or Trading Symbol

CVR PARTNERS, LP [UAN]

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

12/26/2014

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

12/30/2014

OMB APPROVAL

OMB Number:

3235-0287

Expires:

January 31, 2005

Estimated average burden hours per

response...

0.5

Issuer (Check all applicable)

5. Relationship of Reporting Person(s) to

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

6. Individual or Joint/Group Filing(Check

EVP, Marketing & Operations

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 2. Transaction Date 2A. Deemed 3. 4. Securities 5. Amount of 6. Ownership 7. Nature of Security (Month/Day/Year) Execution Date, if TransactionAcquired (A) or Securities Form: Direct Indirect (Instr. 3) Code Disposed of (D) Beneficially (D) or Indirect Beneficial (Instr. 3, 4 and 5) Ownership (Month/Day/Year) (Instr. 8) Owned (I) Following (Instr. 4) (Instr. 4) 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.

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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	2.	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	TransactionDerivative		Expiration Date	Underlying Securities	Deri
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)	Secu

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(Instr. 3) (Month/Day/Year) (Instr. 8) Acquired (A) Price of (Inst Derivative or Disposed of Security (D) (Instr. 3, 4, and 5) Code V (A) (D) Date Expiration Title Amount Exercisable Date Number of Shares Phantom Common (3) (4) 29,380 (2) 12/26/2014 Α 29,380 Units (1) Units

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

White William L C/O CVR PARTNERS, LP 2277 PLAZA DRIVE, SUITE 500 SUGAR LAND, TX 77479

EVP, Marketing & Operations

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 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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