

CVR PARTNERS, LP
 Form 4
 May 30, 2013

FORM 4

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

OMB APPROVAL

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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 *
 CVR ENERGY INC

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)
 2277 PLAZA DRIVE, SUITE 500,
 (Street)

3. Date of Earliest Transaction
 (Month/Day/Year)
 05/28/2013

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

SUGARLAND, 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 Indirect Ownership (Instr. 4) |
|---|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Units representing Limited Partner Interests | 05/28/2013 | | S | | 12,000,000 | D | \$ 24.38 |
| | | | | | 38,920,000 | I | |

Please see all footnotes (1) (2) (3) (4)

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

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SEC 1474 (9-02)

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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) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Beneficially (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| CVR ENERGY INC 2277 PLAZA DRIVE, SUITE 500 SUGARLAND, TX 77479 | X | X | | |
| Coffeyville Refining & Marketing Holdings, Inc. 2277 PLAZA DRIVE SUITE 500 SUGAR LAND, TX 77479 | X | X | | |
| Coffeyville Refining & Marketing, Inc. 2277 PLAZA DRIVE SUITE 500 SUGAR LAND, TX 77479 | X | X | | |
| Coffeyville Nitrogen Fertilizers, Inc. 2277 PLAZA DRIVE SUITE 500 SUGAR LAND, TX 77479 | X | X | | |
| Coffeyville Resources, LLC 2277 PLAZA DRIVE SUITE 500 SUGAR LAND, TX 77479 | X | X | | |
| CL JV Holdings, LLC 2277 PLAZA DRIVE SUITE 500 SUGARLAND, TX 77479 | X | X | | |
| Coffeyville Terminal, Inc. | X | X | | |

2277 PLAZA DRIVE
 SUITE 500
 SUGARLAND, TX 77479

Coffeyville Pipeline, Inc.

2277 PLAZA DRIVE
 SUITE 500
 SUGARLAND, TX 77479

X X

Coffeyville Crude Transportation, Inc.

2277 PLAZA DRIVE
 SUITE 500
 SUGARLAND, TX 77479

X X

Signatures

| | |
|--|------------|
| CVR ENERGY, INC., By: /s/ Susan M. Ball; Chief Financial Officer and Treasurer | 05/30/2013 |
| __Signature of Reporting Person | Date |
| COFFEYVILLE REFINING & MARKETING HOLDINGS, INC., By: /s/ Susan M. Ball; Chief Financial Officer and Treasurer | 05/30/2013 |
| __Signature of Reporting Person | Date |
| COFFEYVILLE REFINING & MARKETING, INC., By: /s/ Susan M. Ball; Chief Financial Officer and Treasurer | 05/30/2013 |
| __Signature of Reporting Person | Date |
| COFFEYVILLE NITROGEN FERTILIZERS, INC., By: /s/ Susan M. Ball; Chief Financial Officer and Treasurer | 05/30/2013 |
| __Signature of Reporting Person | Date |
| COFFEYVILLE RESOURCES, LLC, By: /s/ Susan M. Ball; Chief Financial Officer and Treasurer | 05/30/2013 |
| __Signature of Reporting Person | Date |
| CL JV HOLDINGS, LLC, By: /s/ Susan M. Ball; Chief Financial Officer and Treasurer | 05/30/2013 |
| __Signature of Reporting Person | Date |
| COFFEYVILLE TERMINAL, INC., By: /s/ Susan M. Ball; Chief Financial Officer and Treasurer | 05/30/2013 |
| __Signature of Reporting Person | Date |
| COFFEYVILLE PIPELINE, INC., By: /s/ Susan M. Ball; Chief Financial Officer and Treasurer | 05/30/2013 |
| __Signature of Reporting Person | Date |
| COFFEYVILLE CRUDE TRANSPORTATION, INC., By: /s/ Susan M. Ball; Chief Financial Officer and Treasurer | 05/30/2013 |
| __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) This filing is being made by CVR Energy, Inc. ("CVR Energy"), Coffeyville Nitrogen Fertilizers, Inc. ("CNF"), Coffeyville Refining & Marketing Holdings, Inc. ("CRM Holdings"), Coffeyville Refining & Marketing, Inc. ("CRM"), CL JV Holdings, LLC ("CL JV"),

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Coffeyville Resources, LLC ("CRLLC"), Coffeyville Terminal, Inc. ("CT"), Coffeyville Pipeline, Inc. ("CP") and Coffeyville Crude Transportation, Inc. ("CCT").

- (2) CNF and CRM Holdings are direct, wholly-owned subsidiaries of CVR Energy. CRM is a direct, wholly-owned subsidiary of CRM Holdings. CT, CP and CCT are direct, wholly-owned subsidiaries of CRM. CRM owns 69% of the outstanding equity interests in CL JV, and CNF owns 31% of the outstanding equity interests in CL JV. CL JV directly owns 67.6% of the outstanding equity interests in CRLLC, CNF directly owns 14.4% of the outstanding equity interests in CRLLC, CRM directly owns 16.04% of the outstanding equity interests in CRLLC, CT directly owns .49% of the outstanding equity interests in CRLLC, CP directly owns .49% of the outstanding equity interests in CRLLC, and CCT directly owns .98% of the outstanding equity interests in CRLLC.

- (3) Subsequent to the reported transaction on this form, CRLLC directly owned approximately 53% of the outstanding common units representing limited partner interests (the "Common Units") of CVR Partners, LP (the "Partnership"). All other reporting persons' ownership of the Partnership's outstanding Common Units was indirect through CRLLC.

- (4) The reporting persons disclaim beneficial ownership of all Common Units reported herein in excess of their pecuniary interest, if any, and this report shall not be deemed an admission that any such person or entity is the beneficial owner of, or has any pecuniary interest in, such securities for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or for any other purpose.

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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