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PENN VIRGINIA RESOURCE PARTNERS L P

Form 4 June 15, 2007

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

OMB APPROVAL

Expires:

January 31, 2005

0.5

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Check this box

Form 5 obligations may continue.

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 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Penn Virginia GP Holdings, L.P.

2. Issuer Name and Ticker or Trading

Symbol

PENN VIRGINIA RESOURCE PARTNERS L P [PVR]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle) 3. Date of Earliest Transaction

(Month/Day/Year) 05/22/2007

Director _X__ 10% Owner __X__ Other (specify Officer (give title

below) below) 100% owner of general partner

THREE RADNOR CORPORATE CENTER, SUITE 300

(State)

(Zip)

(Street) 4. If Amendment, Date Original

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

RADNOR, PA 19087

(City)

1. Title of 2. Transaction Date 2A. Deemed 3. 4. Securities Acquired (A) 5. Amount of 6. 7. Nature of Security (Month/Day/Year) Execution Date, if Transaction Disposed of (D) Securities Ownership Indirect (Instr. 3) Code (Instr. 3, 4 and 5) Beneficially Form: Beneficial (Month/Day/Year) Direct (D) (Instr. 8) Owned Ownership or Indirect Following (Instr. 4) Reported (A) Transaction(s) (Instr. 4) or (Instr. 3 and 4) Code V Price Amount (D) Common $C^{(1)}$ 05/22/2007 4,045,311 A (1) 19,587,049 D Units

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)

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1. Title o	of 2.	3. Transaction Date	3A. Deemed	4.	5. Number of		6. Date Exercisable and		7. Title and Amount of	
Derivativ	e Conversion	(Month/Day/Year)	Execution Date, if	Transaction	orDeriv	vative	Expiration Date		Underlying Securities	
Security	or Exercise		any	Code	Securities		(Month/Day/Year)		(Instr. 3 and 4)	
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Acqu	ired (A) or				
	Derivative				Disp	osed of (D)				
	Security				(Instr. 3, 4, and 5)					
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Class B Units	(1)	05/22/2007		C(1)		4,045,311	<u>(1)</u>	(2)	Common Units	4,045,311

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
Penn Virginia GP Holdings, L.P. THREE RADNOR CORPORATE CENTER SUITE 300 RADNOR PA 19087		X		100% owner of general partner			

Signatures

Nancy M. Snyder, Vice President and General Counsel 06/15/2007

**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).
 - Transaction Code M is also applicable. The Class B units were convertible into common units at a conversion rate of one common unit
- (1) for one Class B unit, for no additional consideration, and were converted on May 22, 2007 upon the occurrence of certain events described in the Issuer's First Amended and Restated Agreement of Limited Partnership, as amended.
- (2) Not applicable.

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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