Edgar Filing: PENN VIRGINIA RESOURCE PARTNERS L P - Form 4

PENN VIRGINIA RESOURCE PARTNERS L P

Form 4

December 19, 2006

FORM 4	UNITED STATES SECURITIES AND EXCHANGE COMMISSION Workington, D.C. 20540
	Washington, D.C. 20549

OMB APPROVAL

OMB 3235-0287 Number:

January 31, Expires: 2005

Estimated average burden hours per

response... 0.5

Check this box if no longer subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Form 5 obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *

2. Issuer Name and Ticker or Trading Symbol

Issuer

Penn Virginia GP Holdings, L.P.

PENN VIRGINIA RESOURCE PARTNERS L P [PVR]

(Check all applicable)

5. Relationship of Reporting Person(s) to

(Last) (First) (Middle)

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

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

THREE RADNOR CORPORATE

CENTER, SUITE 300

100% owner of general partner

6. Individual or Joint/Group Filing(Check

(Street) 4. If Amendment, Date Original

Applicable Line)

Filed(Month/Day/Year)

12/18/2006

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

Following

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

RADNOR, PA 19087

Security

(Instr. 3)

(City) (Zip) 1. Title of 2. Transaction Date 2A. Deemed

(State)

4. Securities 3. (Month/Day/Year) Execution Date, if TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Month/Day/Year) (Instr. 8)

5. Amount of Securities Beneficially Owned

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial Ownership (I) (Instr. 4) (Instr. 4)

Reported (A) Transaction(s) or (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.

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

3. Transaction Date 3A. Deemed 6. Date Exercisable and 7. Title and Amount of 1. Title of 5. Number of (Month/Day/Year) Execution Date, if TransactionDerivative **Expiration Date Underlying Securities** Derivative Conversion

Edgar Filing: PENN VIRGINIA RESOURCE PARTNERS L P - Form 4

Security (Instr. 3)	or Exercise Price of Derivative Security		any (Month/Day/Year)	Code (Instr. 8)	Securities Acquired (A) Disposed of ((Instr. 3, 4, ar 5)	D)	/Year)	(Instr. 3 and	4)	S (]
				Code V	(A) (D) Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Class B Units	<u>(1)</u>	12/18/2006		P	401,781	(2)	<u>(1)</u>	Common Units	401,781	

Reporting Owners

Reporting Owner Name / Address	Keiationsnips				
	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 12/19/2006

**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) Not applicable.
- (2) The Class B units representing limited partnership interests will convert into an equal number of common units upon the occurrence of certain events described in the Issuer's First Amended and Restated Agreement of Limited Partnership, as amended.

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.

Reporting Owners 2