

OCI RESOURCES LP

Reported by
OCI CHEMICAL CORP

FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 09/18/13 for the Period Ending 09/18/13

Address	FIVE CONCOURSE PARKWAY SUITE 2500 ATLANTA, GA 30328
Telephone	770-375-2300
CIK	0001575051
Symbol	OCIR
SIC Code	1400 - Mining & Quarrying of Nonmetallic Minerals (No Fuels)
Fiscal Year	12/31

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
or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person * OCI Wyoming Holding Co. (Last) (First) (Middle) FIVE CONCOURSE PARKWAY, SUITE 2500 (Street) ATLANTA, GA 30328 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol OCI Resources LP [OCIR] 3. Date of Earliest Transaction (MM/DD/YYYY) <p align="center">9/18/2013</p>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)
4. If Amendment, Date Original Filed (MM/DD/YYYY)		6. Individual or Joint/Group Filing (Check Applicable Line) <input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person

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

1. Title of Security (Instr. 3)	2. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. 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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Units representing limited partner interests	9/18/2013		J	(1)	4025500	A	(1)	4025500	D	(2)

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

1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. 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		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction (s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)		
					Code	V	(A)	(D)	Date Exercisable						Expiration Date	Title
Subordinated Units representing limited partner interests	\$0	9/18/2013		J	(1)	9775500			(3)	(3)	Common Units	9775500	(1)	9775500	D	(2)

Explanation of Responses:

- (1) In connection with the closing of the initial public offering of the Issuer's common units representing limited partner interests in the Issuer ("Common Units"), pursuant to that certain Contribution, Assignment and Assumption Agreement, by and among OCI Wyoming Holding Co. ("OCI Holding"), OCI Chemical Corporation ("OCI Chemical"), OCI Wyoming Co., OCI Resource Partners LLC and the Issuer, dated September 18, 2013, OCI Holding received 4,025,500 Common Units and 9,775,500 subordinated units representing limited partner interests in the Issuer ("Subordinated Units") representing a recapitalized 71.9% limited partner interest in the Issuer. An additional 750,000 Common Units will be issued to OCI Holding upon the expiration of the underwriters' 30-day option to purchase additional common units in the event that the underwriters do not exercise such option.
- (2) This Form 4 is being filed jointly by OCI Holding, OCI Chemical, OCI Enterprises Inc. ("OCI Enterprises"), and OCI Company Ltd. ("OCI Company"). OCI Chemical directly owns 100% of the outstanding stock of OCI Holding. OCI Enterprises directly owns 100% of the outstanding stock of OCI Chemical. OCI Company directly owns 100% of the outstanding stock of OCI Enterprises. OCI Chemical, OCI Enterprises and OCI Company may therefore be deemed to beneficially own securities of the Issuer owned directly by OCI Holding.
- (3) The Subordinated Units have no expiration date and will convert into Common Units on a one-for-one basis at the end of the subordination period described in the Issuer's Prospectus (File No. 333-189838) filed with the Securities and Exchange Commission on September 16, 2013.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
OCI Wyoming Holding Co. FIVE CONCOURSE PARKWAY, SUITE 2500 ATLANTA, GA 30328		X		
OCI Chemical Corp FIVE CONCOURSE PARKWAY, SUITE 2500 ATLANTA, GA 30328		X		
OCI Enterprises Inc. FIVE CONCOURSE PARKWAY, SUITE 2500 ATLANTA, GA 30328		X		
OCI Co Ltd. OCI BLDG. 50, SOGONG-DONG, JUNG-GU SEOUL, M5 100-718		X		

Signatures

/s/ Kirk H. Milling, President and Chief Executive Officer of OCI Wyoming Holding Co.

9/18/2013

** Signature of Reporting Person

Date

/s/ Kirk H. Milling, President and Chief Executive Officer of OCI Chemical Corporation

9/18/2013

** Signature of Reporting Person

Date

/s/ Kirk H. Milling, President and Chief Executive Officer of OCI Enterprises Inc.

9/18/2013

** Signature of Reporting Person

Date

/s/ Mark J. Lee, Chief Financial Officer of OCI Company Ltd.

9/18/2013

** Signature of Reporting Person

Date

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

* 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).

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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