(City)

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB	APP	RO\	/AI

	OMB Number:	3235-0287
	Estimated average burden	
- 1	hours per response.	0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

(State)

(Zip)

Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan for the purchase or sale of equity securities of the issuer that is intended to satisfy the

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

affirmative defense of 10b5-1(c). See Instr							
1. Name and Address of Reporting Person * WARD TOM L.			2. Issuer Name and Ticker or Trading Symbol MACH NATURAL RESOURCES LP [MNR]		tionship of Reporting Po	to Issuer	
(Last) (First) (Middle)		(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 10/27/2024	X	Director Officer (give title below)	X	Other (specify below)
14201 WIRELESS	S WAY,				See Remarks	See R	temarks
SUITE 300			4. If Amendment, Date of Original Filed (Month/Day/Year)	1	idual or Joint/Group Fili	• (,
(Street)				X	Form filed by One R		1
OKLAHOMA CITY	OK	73134			Form filed by More t	nan One	e Reporting Person

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 Ad Disposed Of (D			5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	Beneficial Ownership
			Code	v	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)		(Instr. 4)
Common Units								13,218,411	I	Held by Tom L. Ward 1992 Revocable Trust ⁽¹⁾
Common Units								421,100	I	Held by Mach Resources LLC ⁽²⁾
Common Units(3)	10/27/2024		F		10,722	D	\$16.34	13,739,315	D	

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	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transac Code (Ir 8)		Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	Beneficial Ownership (Instr. 4)
			Code	v			Date Exercisable	Expiration Date	Title	Amount or Number of Shares		Transaction(s) (Instr. 4)		

Explanation of Responses:

- 1. The Reporting Person is the Trustee of the Tom L. Ward 1992 Revocable Trust (the "Trust"). By virtue of the relationship, the Reporting Person may be deemed to have or share beneficial ownership of the securities held of record by the Trust, but the Reporting Person disclaims any beneficial ownership of the reported securities other than to the extent of any pecuniary interest he may have therein, directly, or indirectly.
- 2. The Reporting Person exercises control over Mach Resources LLC ("Mach Resources"). Mach Resources is owned 50.5% by Tom L. Ward through the Trust and 49.5% by WCT Resources LLC which is owned by certain trusts affiliated with Mr. Ward for which an employee of Mach Resources is trustee. By virtue of the relationship, the Reporting Person may be deemed to have or share beneficial ownership of the securities held of record by Mach Resources, but the Reporting Person disclaims any beneficial ownership of the reported securities other than to the extent of any pecuniary interest he may have therein, directly or indirectly.
- 3. The issuer withheld units to satisfy the tax withholding obligations associated with the vesting of phantom units.

Remarks:

The Reporting Person is Chief Executive Officer of Mach Natural Resources GP LLC, the general partner of the Issuer (the "General Partner"). The Issuer is managed by the directors and executive officers of the General Partner.

/s/ Michael E. Reel, as attorney-infact for the Reporting Person 10/29/2024

** 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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.