

LIPINSKI JOHN J
Form 4
January 20, 2012

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 *
LIPINSKI JOHN J

(Last) (First) (Middle)

C/O CVR ENERGY, INC., 2277
PLAZA DRIVE, SUITE 500

(Street)

SUGAR LAND, TX 77479

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
CVR ENERGY INC [CVI]

3. Date of Earliest Transaction
(Month/Day/Year)
01/18/2012

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 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. 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | Code V | Amount (A) or (D) Price | | |
| Common Stock | 01/18/2012 | | S ⁽¹⁾ | 200 | D \$ 23.53 | 785,036 | D |
| Common Stock | 01/18/2012 | | S ⁽¹⁾ | 200 | D \$ 23.54 | 784,836 | D |
| Common Stock | 01/18/2012 | | S ⁽¹⁾ | 2,558 | D \$ 23.55 | 782,278 | D |
| Common Stock | 01/18/2012 | | S ⁽¹⁾ | 100 | D \$ 23.56 | 782,178 | D |
| Common Stock | 01/18/2012 | | S ⁽¹⁾ | 342 | D \$ 23.57 | 781,836 | D |

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| | | | | | | | |
|--------------|------------|------------------------|-------|---|----------|---------|---|
| Common Stock | 01/18/2012 | <u>S⁽¹⁾</u> | 500 | D | \$ 23.58 | 781,336 | D |
| Common Stock | 01/18/2012 | <u>S⁽¹⁾</u> | 500 | D | \$ 23.59 | 780,836 | D |
| Common Stock | 01/18/2012 | <u>S⁽¹⁾</u> | 200 | D | \$ 23.6 | 780,636 | D |
| Common Stock | 01/18/2012 | <u>S⁽¹⁾</u> | 300 | D | \$ 23.61 | 780,336 | D |
| Common Stock | 01/18/2012 | <u>S⁽¹⁾</u> | 100 | D | \$ 23.63 | 780,236 | D |
| Common Stock | 01/18/2012 | <u>S⁽¹⁾</u> | 1,100 | D | \$ 23.71 | 779,136 | D |
| Common Stock | 01/18/2012 | <u>S⁽¹⁾</u> | 600 | D | \$ 23.72 | 778,536 | D |
| Common Stock | 01/18/2012 | <u>S⁽¹⁾</u> | 1,700 | D | \$ 23.73 | 776,836 | D |
| Common Stock | 01/18/2012 | <u>S⁽¹⁾</u> | 3,400 | D | \$ 23.74 | 773,436 | D |
| Common Stock | 01/18/2012 | <u>S⁽¹⁾</u> | 500 | D | \$ 23.75 | 772,936 | D |
| Common Stock | 01/18/2012 | <u>S⁽¹⁾</u> | 4,000 | D | \$ 23.76 | 768,936 | D |
| Common Stock | 01/18/2012 | <u>S⁽¹⁾</u> | 2,800 | D | \$ 23.77 | 766,136 | D |
| Common Stock | 01/18/2012 | <u>S⁽¹⁾</u> | 1,900 | D | \$ 23.78 | 764,236 | D |
| Common Stock | 01/18/2012 | <u>S⁽¹⁾</u> | 600 | D | \$ 23.79 | 763,636 | D |
| Common Stock | 01/18/2012 | <u>S⁽¹⁾</u> | 300 | D | \$ 23.8 | 763,336 | D |
| Common Stock | 01/18/2012 | <u>S⁽¹⁾</u> | 300 | D | \$ 23.81 | 763,036 | D |
| Common Stock | 01/18/2012 | <u>S⁽¹⁾</u> | 400 | D | \$ 23.83 | 762,636 | D |
| Common Stock | 01/18/2012 | <u>S⁽¹⁾</u> | 400 | D | \$ 23.84 | 762,236 | D |
| Common Stock | 01/18/2012 | <u>S⁽¹⁾</u> | 1,390 | D | \$ 23.85 | 760,846 | D |
| Common Stock | 01/18/2012 | <u>S⁽¹⁾</u> | 510 | D | \$ 23.86 | 760,336 | D |
| | 01/18/2012 | <u>S⁽¹⁾</u> | 100 | D | | 760,236 | D |

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Common Stock \$ 23.87

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)

| 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 Beneficially Owned (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------|-------|
| | Director | 10% Owner | Officer | Other |
| LIPINSKI JOHN J C/O CVR ENERGY, INC. 2277 PLAZA DRIVE, SUITE 500 SUGAR LAND, TX 77479 | X | | CEO and President | |

Signatures

Susan M. Ball, Attorney-in-fact for John J. Lipinski 01/20/2012

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 sale was made pursuant to a 10b5-1 trading plan adopted by the Reporting Person on May 26, 2011.

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