**CVR ENERGY INC** 

Form 4 May 10, 2012

## FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

OMB

**OMB APPROVAL** 

Number:

3235-0287

Expires:

January 31, 2005

0.5

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response...

if no longer subject to Section 16. Form 4 or Form 5

obligations

may continue.

Check this box

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 \* ICAHN CARL C

(First)

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

(Last)

(Middle)

(Zip)

CVR ENERGY INC [CVI] 3. Date of Earliest Transaction

(Check all applicable)

(Month/Day/Year) 05/08/2012

\_X\_\_ Director X\_\_ 10% Owner Officer (give title \_ Other (specify below)

C/O ICAHN ASSOCIATES CORP., 767 FIFTH AVE., SUITE 4700

(State)

(Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check

Applicable Line)

Filed(Month/Day/Year) \_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

NEW YORK, NY 10153

(City)

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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)	Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)		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)		
Common Stock, par value \$0.01 ("Shares")	05/08/2012		Code V	Amount 31,209 (2)	(D)	Price (2)	60,727,753	I	please see footnote 1
Shares	05/09/2012		P	29,035 (2)	A	<u>(2)</u>	60,756,788	I	please see footnote 1
Shares	05/10/2010		P	297,967 (2)	A	(2)	61,054,755	I	please see footnote 1

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

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 control number.

SEC 1474 (9-02)

> 9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr

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

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Titl	le and	8. Price of	9
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transact	ionNumber	Expiration Da	ate	Amou	int of	Derivative	J
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	,
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Secur	ities	(Instr. 5)	]
	Derivative				Securities			(Instr.	3 and 4)		(
	Security				Acquired						J
					(A) or						J
					Disposed						7
					of (D)						(
					(Instr. 3,						
					4, and 5)						
									Amount		
									or		
						Date	Expiration	Title	Number		
						Exercisable	Date	Titic	of		
				Code V	(A) (D)				Shares		
				Code V	(II)				Dilaics		

# **Reporting Owners**

Reporting Owner Name / Address	Kelationships						
2 0	Director	10% Owner	Officer	Other			
ICAHN CARL C C/O ICAHN ASSOCIATES CORP. 767 FIFTH AVE., SUITE 4700 NEW YORK, NY 10153	X	X					

## **Signatures**

CARL C. 05/10/2012 ICAHN

\*\*Signature of Date
Reporting Person

### **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) All Shares are beneficially owned indirectly by Carl C. Icahn through subsidiaries.

These Shares were acquired pursuant to the subsequent offering period relating to the tender offer by Mr. Icahn's affiliates commenced on February 23, 2012, as amended, for all outstanding Shares, which expired on May 4, 2012. The subsequent offering period expires on May 18, 2012. The purchase price per share was \$30 plus one non-transferable contingent cash payment right.

#### **Remarks:**

Reporting Owners 2

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Certain members of the Issuer's Board of Directors were appointed by, and serve as representatives of, Carl C. Icahn. Mr. Icah 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.