Morgan Edward Form 4 May 18, 2010

FORM 4

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

Check this box if no longer subject to

Section 16. Form 4 or

Form 5 obligations may continue. See Instruction 1(b).

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)

(Last)

Common

Stock

1. Name and Address of Reporting Person * Morgan Edward

> (First) (Middle)

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

SUGAR LAND, TX 77479

(Street)

05/14/2010

2. Issuer Name and Ticker or Trading Symbol

CVR ENERGY INC [CVI]

3. Date of Earliest Transaction (Month/Day/Year) 05/14/2010

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

3.

F

4. Securities Acquired 5. Amount of

OMB APPROVAL

OMB 3235-0287 Number:

January 31, Expires: 2005

Estimated average burden hours per

response... 0.5

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

below) Chief Financial Officer

6. Ownership 7. Nature of

Beneficial

Ownership

(Instr. 4)

Form: Direct Indirect

6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person

Form filed by More than One Reporting Person

(D) or

Indirect (I)

(Instr. 4)

(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if (Instr. 3) (Month/Day/Year)

Code (D) (Instr. 8)

Code V Amount

2,205

(1)

Transaction(A) or Disposed of (Instr. 3, 4 and 5) (A)

(D)

D

\$

8.06

Owned Following Reported Transaction(s) Price

Securities

Beneficially

(Instr. 3 and 4)

60,963

D

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)

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1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exer	cisable and	7. Title	e and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	TransactionNumber		Expiration D	ate	Amou	nt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securi	ties	(Instr. 5)	Bene
	Derivative				Securities			(Instr.	3 and 4)		Owne
	Security				Acquired	cquired					Follo
	·				(A) or						Repo
					Disposed						Trans
		of (D)								(Instr	
				(Instr. 3,							Ì
			4, and 5)								
									Amount		
						Date Exercisable	Expiration Date		or		
								Title	Number		
									of		
				Code V	(A) (D)				Shares		

Reporting Owners

Relationships Reporting Owner Name / Address

> Director 10% Owner Officer Other

Morgan Edward C/O CVR ENERGY, INC. 2277 PLAZA DRIVE, SUITE 500 SUGAR LAND, TX 77479

Chief Financial Officer

Signatures

/s/ Edward 05/18/2010 Morgan

**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).

Mr. Morgan was granted 25,000 shares of restricted common stock on May 14, 2009. This stock award vests in three annual installments.

(1) The first installment, consisting of 8,334 shares vested on May 14, 2010. Of this amount, 2,205 shares (the amount disclosed above) were purchased by the company to satisfy Mr. Morgan's tax withholding obligations.

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.

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