## Edgar Filing: Morgan Edward - Form 4

Morgan Edw Form 4	vard										
December 21	1, 2010										
FORM Check thi	UNITED	STATES	ATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549							PROVAL 3235-0287 January 31,	
if no long subject to Section 1 Form 4 o Form 5 obligation may cont <i>See</i> Instru	6. r Filed pu inue. Section 176	rsuant to So (a) of the P	<b>T OF CHANGES IN BENEFICIAL OWNERSHIP OF</b> <b>SECURITIES</b> to Section 16(a) of the Securities Exchange Act of 1934, the Public Utility Holding Company Act of 1935 or Sectio 0(h) of the Investment Company Act of 1940						Expires: 2005 Estimated average burden hours per response 0.5		
1(b).		~ /			I	5					
(Print or Type F	Responses)										
Morgan Edward Symbol				Issuer Name <b>and</b> Ticker or Trading bol R ENERGY INC [CVI]				5. Relationship of Reporting Person(s) to Issuer			
(Month/				ate of Earliest Transaction nth/Day/Year) 8/2010				(Check all applicable) Director 10% Owner X_Officer (give title Other (specify below) Chief Financial Officer			
			endment, Date Original onth/Day/Year)				<ul> <li>6. Individual or Joint/Group Filing(Check</li> <li>Applicable Line)</li> <li>_X_ Form filed by One Reporting Person</li> </ul>				
SUGAR LA	ND, TX 77479								Iore than One Re		
(City)	(State)	(Zip)	Tabl	e I - Non-D	erivative	Secur	ities Acq	uired, Disposed of	, or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction Dat (Month/Day/Year)		ed Date, if	3. Transactic Code (Instr. 8)	4. Securi	ties A spose 4 and (A) or	cquired d of (D)	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	
Common Stock	12/18/2010			F	3,366 (1)	D	\$ 13.49	99,322	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 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. Transac Code (Instr. 8	5. tionNumber of ) Derivativ Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	5	Date	Amou Unde Secur	le and int of rlying ities . 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secu Bene Own Follo Repo Trans (Instr
				Code Y	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

## **Reporting Owners**

Reporting Owner Name / Address	Relationships							
	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/ Edmund S. Gross, attorney in fact	12	/21/2010						
**Signature of Reporting Person		Date						
Explanation of Responses:								

## **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 38,168 shares of restricted common stock on December 18, 2009. This stock award vests in three annual
 installments. The first installment, consisting of 12,723 shares vested on December 18, 2010. Of this amount, 3,366 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.