

Ball Susan M.
Form 4
January 02, 2013

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Ball Susan M.

(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)

05/04/2012

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

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. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ 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	05/04/2012		D		26,987	D	<u>0</u>	0	D	
Common Stock	12/30/2012 ⁽⁸⁾		M		5,366	A	\$ 30	5,366	D	
Common Stock	12/30/2012 ⁽⁸⁾		D		5,366	D	\$ 30	0	D	
Common Stock	12/31/2012 ⁽⁸⁾		M		3,590	A	\$ 30	3,590	D	
Common Stock	12/31/2012 ⁽⁸⁾		D		3,590	D	\$ 30	0	D	

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

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(9-02)

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 Underlying Security (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	(2)	05/04/2012		A	26,987			(3)	(4)	Common Stock	26,987
Restricted Stock Units	(5)	12/28/2012		A	16,779			(6)	(7)	Common Stock	16,779
Restricted Stock Units	(8)	12/30/2012		M		5,366		12/30/2012	12/30/2012	Common Stock	5,366
Restricted Stock Units	(8)	12/31/2012		M		3,590		12/31/2012	12/31/2012	Common Stock	3,590

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Ball Susan M. 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
01/02/2013
**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) Although initially reported as Common Stock, these shares were converted into Restricted Stock Units effective as of May 4, 2012 in connection with the Transaction Agreement dated April 18, 2012 entered into among CVR Energy, Inc. and certain affiliates of Carl C. Icahn. Therefore, the number of shares formerly held by the reporting person as Restricted Stock was disposed to the company, and Table II depicts replacement with the acquisition of an equal number of Restricted Stock Units.

(2) Each Restricted Stock Unit reported herein represents the right to receive upon vesting, a cash payment equal to the lesser of \$30 or the fair market value of one share of common stock of the company as of the vesting date, plus the CCP Consideration, as defined in the Transaction Agreement.

(3) The Restricted Stock Units vest in three annual installments in accordance with the terms provided in the replacement award agreement for the awards originally dated July 16, 2010, December 31, 2010 and December 30, 2011.

(4) The Restricted Stock Units expire immediately following payment within 10 days after their vesting.

(5) Each Restricted Stock Unit reported herein represents the right to receive upon vesting, a cash payment equal to the fair market value of one share of common stock of the company as of the vesting date.

(6) The Restricted Stock Units awarded to the reporting person vest in three annual installments beginning on December 28, 2013.

(7) The Restricted Stock Units expire immediately following their vesting in three equal installments beginning on December 28, 2013.

(8) This transaction represents the settlement of vested Restricted Stock Units in cash by the company.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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