

CVR ENERGY INC

Form 4

December 31, 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 *
GROSS EDMUND S

(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)

12/28/2013

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)

SVP, General Counsel & Sec.

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price		
Common Stock	12/28/2013 ⁽¹⁾		M		5,593	A	\$ 42.64	5,593	D
Common Stock	12/28/2013 ⁽¹⁾		D		5,593	D	\$ 42.64	0	D
Common Stock	12/30/2013 ⁽¹⁾		M		19,327	A	\$ 30	19,327	D
Common Stock	12/30/2013 ⁽¹⁾		D		19,327	D	\$ 30	0	D
Common Stock	12/31/2013 ⁽¹⁾		M		15,239	A	\$ 30	15,239	D

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Common Stock 12/31/2013⁽¹⁾ D 15,239 D \$ 30 0 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)

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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Restricted Stock Units	<u>(1)</u>	12/28/2013		M	5,593	12/28/2013 12/28/2013	Common Stock 5,593
Restricted Stock Units	<u>(1)</u>	12/30/2013		M	19,327	12/30/2013 12/30/2013	Common Stock 19,327
Restricted Stock Units	<u>(1)</u>	12/31/2013		M	15,239	12/31/2013 12/31/2013	Common Stock 15,239

Reporting Owners

Reporting Owner Name / Address	Relationships
GROSS EDMUND S C/O CVR ENERGY, INC. 2277 PLAZA DRIVE, SUITE 500 SUGAR LAND, TX 77479	Director 10% Owner Officer Other SVP, General Counsel & Sec.

Signatures

/s/ Edmund S. Gross 12/31/2013

 **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) 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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