

Delek US Holdings, Inc.
Form 4
June 12, 2014

FORM 4

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

OMB APPROVAL

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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)

1. Name and Address of Reporting Person *
Thomas Kent B

(Last) (First) (Middle)

7102 COMMERCE WAY

(Street)

BRENTWOOD, TN 37027

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
Delek US Holdings, Inc. [DK]

3. Date of Earliest Transaction (Month/Day/Year)
06/10/2014

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

EVP / General Counsel

6. Individual or Joint/Group Filing (Check Applicable Line)
 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	06/10/2014		S ⁽¹⁾		2,500	D	\$ 30.3229 (2)
Common Stock	06/10/2014		M ⁽¹⁾		1,625	A	\$ 6.98
Common Stock	06/10/2014		F ⁽¹⁾		715	D	\$ 30.65
Common Stock	06/10/2014		S ⁽¹⁾		910	D	\$ 30.6317
Common Stock	06/10/2014		M ⁽¹⁾		1,625	A	\$ 14.25

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Common Stock	06/10/2014	F ⁽¹⁾	994	D	\$ 30.65	61,667	D
Common Stock	06/10/2014	S ⁽¹⁾	631	D	\$ 30.6316	61,036	D
Common Stock	06/10/2014	F	1,435	D	\$ 30.1	59,601	D

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 of Underlying Securities (Instr. 3 and 4)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
Stock Appreciation Right	\$ 6.98	06/10/2014 ⁽¹⁾		M	1,625	⁽³⁾	06/10/2020	Common Stock	1,625
Stock Appreciation Right	\$ 14.25	06/10/2014 ⁽¹⁾		M	1,625	⁽⁴⁾	06/10/2021	Common Stock	1,625

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Thomas Kent B 7102 COMMERCE WAY BRENTWOOD, TN 37027			EVP / General Counsel	

Signatures

/s/ Kent B.
Thomas

06/12/2014

__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 was made pursuant to a Rule 10b5-1 plan that the reporting person entered into on March 7, 2014.

The price reflects the weighted average sale price of multiple transactions ranging from a low sale price of \$30.3200 per share to a high

(2) share price of \$30.3311 per share. Upon the written request of the SEC staff, the issuer or a security holder of the issuer, the reporting person agrees to provide the number of shares sold at each sale price.

(3) The stock appreciation right vested ratably on the first four anniversaries of June 10, 2010.

(4) The stock appreciation right vests ratably on the first four anniversaries of June 10, 2011.

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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