

Ball Susan M.
Form 4
January 02, 2013

FORM 4

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

OMB APPROVAL

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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)

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

2. Issuer Name and Ticker or Trading Symbol
CVR ENERGY INC [CVI]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
C/O CVR ENERGY, INC., 2277
PLAZA DRIVE, SUITE 500

3. Date of Earliest Transaction (Month/Day/Year)
05/04/2012

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Chief Financial Officer

(Street)
SUGAR LAND, TX 77479

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

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

(City) (State) (Zip)

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 | 0 |
| Common Stock | 12/30/2012 ⁽⁸⁾ | | M | | 5,366 | A | \$ 30 5,366 |
| Common Stock | 12/30/2012 ⁽⁸⁾ | | D | | 5,366 | D | \$ 30 0 |
| Common Stock | 12/31/2012 ⁽⁸⁾ | | M | | 3,590 | A | \$ 30 3,590 |
| Common Stock | 12/31/2012 ⁽⁸⁾ | | D | | 3,590 | D | \$ 30 0 |

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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 of Underlying Security (Instr. 3 and 4) | 8. Amount or Number of Shares | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|-----|---|-------------------------------|--------------|----------------------------|
| | | | | 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).

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.

(1) 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.

(2) 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.

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

(4) 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.

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

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

(7) 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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