

Delek US Holdings, Inc.
Form 4
October 01, 2009

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 *
Yemin Ezra Uzi

(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)
09/30/2009

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)
President and CEO

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 Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | | (A) or (D) | Code V Amount (D) Price | | |

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

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SEC 1474 (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 | 2. Conversion or Exercise | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any | 4. Transaction Code | 5. Number of Derivative Securities | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) |
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|------------------------------------|--|---|
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|------------------------------------|--|---|

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| (Instr. 3) | Price of Derivative Security | (Month/Day/Year) | (Instr. 8) | Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | | Date Exercisable | Expiration Date | Title | Amount Number Shares |
|--------------------------|------------------------------|------------------|------------|---|---|------------------|-----------------|--------------|----------------------|
| | | | | Code | V | | | | |
| Stock Appreciation Right | \$ 8.57 | 09/30/2009 | A | 640,440 | | (1) | (2) | Common Stock | 640,4 |
| Stock Appreciation Right | \$ 12.4 | 09/30/2009 | A | 246,400 | | 03/31/2010 | (2) | Common Stock | 246,4 |
| Stock Appreciation Right | \$ 13.2 | 09/30/2009 | A | 246,400 | | (3) | (2) | Common Stock | 246,4 |
| Stock Appreciation Right | \$ 14 | 09/30/2009 | A | 246,400 | | (4) | (2) | Common Stock | 246,4 |
| Stock Appreciation Right | \$ 14.8 | 09/30/2009 | A | 246,400 | | (5) | (2) | Common Stock | 246,4 |
| Stock Appreciation Right | \$ 15.6 | 09/30/2009 | A | 224,000 | | (6) | (2) | Common Stock | 224,0 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Yemin Ezra Uzi 7102 COMMERCE WAY BRENTWOOD, TN 37027 | X | | President and CEO | |

Signatures

/s/ Ezra Uzi
Yemin

10/01/2009

**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) 391,380 of the stock appreciation rights ("SARs") become exercisable on March 31, 2010. The balance of the SARs vest ratably on the last day of each calendar month beginning April 30, 2010 and ending October 31, 2010.

(2) The SARs terminate upon the earlier of (a) the one year anniversary of termination of employment or (b) October 31, 2014.

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- (3) The SARs vest ratably on the last day of each calendar month beginning April 30, 2010 and ending February 28, 2011.
- (4) The SARs vest ratably on the last day of each calendar month beginning March 31, 2011 and ending January 31, 2012.
- (5) The SARs vest ratably on the last day of each calendar month beginning February 29, 2012 and ending December 31, 2012.
- (6) The SARs vest ratably on the last day of each calendar month beginning January 31, 2013 and ending October 31, 2013.

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.