

CVR ENERGY INC
Form 4
December 31, 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 *
JERNIGAN WYATT E

(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
 Officer (give title below) Other (specify below)
EVP, Crude Oil Acq. & Pet. Mkt

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)
				(A) or (D)	Price		
Common Stock	12/28/2013 ⁽¹⁾		M	3,496	A \$ 42.64	3,496	D
Common Stock	12/28/2013 ⁽¹⁾		D	3,496	D \$ 42.64	0	D
Common Stock	12/30/2013 ⁽¹⁾		M	8,329	A \$ 30	8,329	D
Common Stock	12/30/2013 ⁽¹⁾		D	8,329	D \$ 30	0	D
Common Stock	12/31/2013 ⁽¹⁾		M	4,842	A \$ 30	4,842	D

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Common Stock 12/31/2013⁽¹⁾ D 4,842 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)	Amount or Number of Shares
Restricted Stock Units	<u>(1)</u>	12/28/2013		M	3,496	12/28/2013 12/28/2013	Common Stock	3,496
Restricted Stock Units	<u>(1)</u>	12/30/2013		M	8,329	12/30/2013 12/30/2013	Common Stock	8,329
Restricted Stock Units	<u>(1)</u>	12/31/2013		M	4,842	12/31/2013 12/31/2013	Common Stock	4,842

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

JERNIGAN WYATT E
C/O CVR ENERGY, INC.
2277 PLAZA DRIVE, SUITE 500
SUGAR LAND, TX 77479

EVP, Crude Oil Acq. & Pet. Mkt

Signatures

/s/ Edmund S. Gross,
Attorney-in-fact

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. 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.