

Delek US Holdings, Inc.
Form 4
June 12, 2009

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 *
Gregory Lynwood

(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)
06/10/2009

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 below) ___ Other (specify below)
Senior Vice President

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 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)	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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(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 Acquired	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Security (Instr. 3 and 4)
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	(A) or Disposed of (D) (Instr. 3, 4, and 5)		Date Exercisable	Expiration Date	Title	Am or Nu of 3
				Code	V				
Employee Stock Option (Right to Buy)	\$ 9.17	06/10/2009	A		6,500	<u>(1)</u>	06/10/2019	Common Stock	6,
Employee Stock Option (Right to Buy)	\$ 16	06/10/2009	D		32,500	<u>(2)</u>	05/09/2016	Common Stock	32,
Employee Stock Option (Right to Buy)	\$ 21	06/10/2009	D		16,250	05/09/2010	05/09/2016	Common Stock	16,
Employee Stock Option (Right to Buy)	\$ 23.5	06/10/2009	D		4,875	<u>(5)</u>	06/10/2017	Common Stock	4,
Employee Stock Option (Right to Buy)	\$ 32.9	06/10/2009	D		1,625	06/10/2011	06/10/2017	Common Stock	1,
Employee Stock Option (Right to Buy)	\$ 16	06/10/2009	D		4,875	<u>(8)</u>	06/10/2018	Common Stock	4,
Employee Stock Option (Right to Buy)	\$ 21	06/10/2009	D		1,625	06/10/2012	06/10/2018	Common Stock	1,
Employee Stock Option (Right to Buy)	\$ 9.17	06/10/2009	A		21,775	12/10/2009	05/09/2016	Common Stock	21,

Employee Stock Option (Right to Buy)	\$ 9.17	06/10/2009	A	8,125	05/09/2010	05/09/2016	Common Stock	8
Employee Stock Option (Right to Buy)	\$ 9.17	06/10/2009	A	2,145	<u>(13)</u>	06/10/2017	Common Stock	2
Employee Stock Option (Right to Buy)	\$ 9.17	06/10/2009	A	504	06/10/2011	06/10/2017	Common Stock	5
Employee Stock Option (Right to Buy)	\$ 9.17	06/10/2009	A	3,266	<u>(16)</u>	06/10/2018	Common Stock	3
Employee Stock Option (Right to Buy)	\$ 9.17	06/10/2009	A	813	06/10/2012	06/10/2018	Common Stock	8

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Gregory Lynwood 7102 COMMERCE WAY BRENTWOOD, TN 37027			Senior Vice President	

Signatures

/s/ Lynwood E. Gregory
06/12/2009

**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) The option vests ratably on the first four anniversaries of June 10, 2009.
- (2) The option vests ratably on the first three anniversaries of May 9, 2006.
- (3) Exchanged for options to purchase 21,775 shares of Common Stock at \$9.17 per share (reported below).

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- (4) Exchanged for options to purchase 8,125 shares of Common Stock at \$9.17 per share (reported below).
- (5) The option vests ratably on the first three anniversaries of June 10, 2007.
- (6) Exchanged for options to purchase 2,145 shares of Common Stock at \$9.17 per share (reported below).
- (7) Exchanged for options to purchase 504 shares of Common Stock at \$9.17 per share (reported below).
- (8) The option vests ratably on the first three anniversaries of June 10, 2008.
- (9) Exchanged for options to purchase 3,266 shares of Common Stock at \$9.17 per share (reported below).
- (10) Exchanged for options to purchase 813 shares of Common Stock at \$9.17 per share (reported below).
- (11) Received in exchange for options to purchase 32,500 shares of Common Stock at \$16.00 per share (reported above).
- (12) Received in exchange for options to purchase 16,250 shares of Common Stock at \$21.00 per share (reported above).
- (13) The option vests with respect to 1,430 shares of Common Stock on December 10, 2009 and with respect to 715 shares of Common Stock on June 10, 2010.
- (14) Received in exchange for options to purchase 4,875 shares of Common Stock at \$23.50 per share (reported above).
- (15) Received in exchange for options to purchase 1,625 shares of Common Stock at \$32.90 per share (reported above).
- (16) The option vests with respect to 1,089 shares of Common Stock on each of December 10, 2009 and June 10, 2010 and with respect to 1,088 shares of Common Stock on June 10, 2011.
- (17) Received in exchange for options to purchase 4,875 shares of Common Stock at \$16.00 per share (reported above).
- (18) Received in exchange for options to purchase 1,625 shares of Common Stock at \$21.00 per share (reported above).

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.