

CVR ENERGY INC
Form 4
January 12, 2012

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 *
ICAHN CARL C

(Last) (First) (Middle)

C/O ICAHN ASSOCIATES
CORP., 767 FIFTH AVE., SUITE
4700

(Street)

NEW YORK, NY 10153

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
01/10/2012

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

Please see all footnotes

6. Individual or Joint/Group Filing(Check Applicable Line)

___ Form filed by One Reporting Person
X 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	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transaction	5. Number of Derivative	6. Date Exercisable and Expiration Date	7. Title and Amount of Underlying Security
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Security (Instr. 3)	or Exercise Price of Derivative Security	any (Month/Day/Year)	Code (Instr. 8)	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/Year)	(Instr. 3 and 4)		
			Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amo Num Sha
Call Option ("right to purchase")	\$ 12	01/11/2012	P	1,000,000	01/11/2012	12/12/2013	Shares	1,0
Put Option ("obligation to purchase")	\$ 12	01/11/2012	P	1,000,000	01/11/2012	12/12/2013	See footnote <u>(8)</u>	1,0
Call Option	\$ 14	01/11/2012	P	100,000	01/11/2012	04/11/2012	Shares	10
Put Option	\$ 14	01/11/2012	P	100,000	01/11/2012	04/11/2012	See footnote <u>(8)</u>	10
Call Option	\$ 14	01/12/2012	P	1,834,877	01/12/2012	04/11/2012	Shares	1,8
Put Option	\$ 14	01/12/2012	P	1,834,877	01/12/2012	04/11/2012	See footnote <u>(8)</u>	1,8

Reporting Owners

Reporting Owner Name / Address

Relationships

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(4) Each of Icahn Onshore, Icahn Capital, IPH, Icahn Enterprises Holdings, Icahn Enterprises GP, Beckton and Mr. Icahn may be deemed to indirectly beneficially own (as that term is defined in Rule 13d-3 under the Act) the Shares which Icahn Partners owns. Each of Icahn Onshore, Icahn Capital, IPH, Icahn Enterprises Holdings, Icahn Enterprises GP, Beckton and Mr. Icahn disclaims beneficial ownership of such Shares except to the extent of their pecuniary interest therein.

(5) Each of Icahn Offshore, Icahn Capital, IPH, Icahn Enterprises Holdings, Icahn Enterprises GP, Beckton and Mr. Icahn may be deemed to indirectly beneficially own (as that term is defined in Rule 13d-3 under the Act) the Shares which each of Icahn Master, Icahn Master II and Icahn Master III owns. Each of Icahn Offshore, Icahn Capital, IPH, Icahn Enterprises Holdings, Icahn Enterprises GP, Beckton and Mr. Icahn disclaims beneficial ownership of such Shares except to the extent of their pecuniary interest therein.

(6) High River directly beneficially owns 1,750,857 call options (the "Call Options"), Icahn Partners directly beneficially owns 2,725,634 Call Options, Icahn Master directly beneficially owns 2,837,830 Call Options, Icahn Master II directly beneficially owns 999,850 Call Options, and Icahn Master III directly beneficially owns 440,117 Call Options.

(7) High River directly wrote 1,750,857 European-style put options (the "Put Options"), Icahn Partners directly wrote 2,725,634 Put Options, Icahn Master directly wrote 2,837,830 Put Options, Icahn Master II directly wrote 999,850 Put Options, and Icahn Master III directly wrote 440,117 Put Options.

(8) The Call Options reference an aggregate of 8,754,288 Shares, 6,819,411 of which have an exercise price of \$12.00, expire on December 12, 2013, and provide for physical settlement, and 1,934,877 of which have an exercise price of \$14.00, expire on April 11, 2012, and provide for physical settlement.

(9) The Put Options reference an aggregate of 8,754,288 Shares, 6,819,411 of which have an exercise price of \$12.00, expire on December 12, 2013, and provide that they settle in cash, and 1,934,877 of which have an exercise price of \$14.00, expire on April 11, 2012, and provide that they settle in cash.

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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