

CVR ENERGY INC

Form 4

December 30, 2014

**FORM 4**
**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

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

## OMB APPROVAL

OMB  
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2015  
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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**HAUGEN ROBERT W**

(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)

**12/28/2014**

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)

**EVP, Refining Operations**

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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>(A) or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-----------------------------------------|
| Common<br>Stock                       | 12/28/2014 <sup>(1)</sup>               |                                                             | M                                    | 3,845 A                                                                 | \$ 40.06 3,846                                                                                                     | D                                                                    |                                         |
| Common<br>Stock                       | 12/28/2014 <sup>(1)</sup>               |                                                             | D                                    | 3,845 D                                                                 | \$ 40.06 1                                                                                                         | D                                                                    |                                         |
| Common<br>Stock                       | 12/30/2014 <sup>(2)</sup>               |                                                             | M                                    | 8,809 A                                                                 | \$ 30 8,810                                                                                                        | D                                                                    |                                         |
| Common<br>Stock                       | 12/30/2014 <sup>(2)</sup>               |                                                             | D                                    | 8,809 D                                                                 | \$ 30 1                                                                                                            | D                                                                    |                                         |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |                    | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) |                                        |
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-----------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|--------------------|---------------------------------------------------------------------|----------------------------------------|
|                                                     |                                                                    |                                         |                                                             | Code                                 | V (A) (D)                                                                                                       | Date<br>Exercisable                                            | Expiration<br>Date | Title                                                               | Amount<br>or<br>Number<br>of<br>Shares |
| Restricted<br>Stock<br>Units                        | (1)                                                                | 12/28/2014                              |                                                             | M                                    | 3,845                                                                                                           | 12/28/2014                                                     | 12/28/2014         | Common<br>Stock                                                     | 3,845                                  |
| Restricted<br>Stock<br>Units                        | (2)                                                                | 12/30/2014                              |                                                             | M                                    | 8,809                                                                                                           | 12/30/2014                                                     | 12/30/2014         | Common<br>Stock                                                     | 8,809                                  |

## Reporting Owners

| Reporting Owner Name / Address                                                                 | Relationships                    |
|------------------------------------------------------------------------------------------------|----------------------------------|
|                                                                                                | Director 10% Owner Officer Other |
| HAUGEN ROBERT W<br>C/O CVR ENERGY, INC.<br>2277 PLAZA DRIVE, SUITE 500<br>SUGAR LAND, TX 77479 | EVP, Refining Operations         |

## Signatures

/s/ Susan M. Ball,  
Attorney-in-fact 12/30/2014

\_\_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 cash settlement of vested Restricted Stock Units awarded on December 28, 2012.

(2) This transaction represents the cash settlement of vested Restricted Stock Units awarded on December 30, 2011.

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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