

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

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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
 Officer (give title below) _____ Other (specify below)
Senior Vice President

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 (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.

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 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) |
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|---------------------------------------------|----------------------------------------------------------|-------------------------------------------------------------|
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|---------------------------------------------|----------------------------------------------------------|-------------------------------------------------------------|

Edgar Filing: Delek US Holdings, Inc. - Form 4

| (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 | (13) | 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 | (16) | 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).

Edgar Filing: Delek US Holdings, Inc. - Form 4

- (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.