

HAUGEN ROBERT W
Form 4/A
March 01, 2013

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

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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 *
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)
05/04/2012

4. If Amendment, Date Original Filed(Month/Day/Year)
01/02/2013

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 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)
			Code	V	Amount	(A) or (D)	Price
Common Stock <u>(9)</u>	05/04/2012		D		43,094	D	1
Common Stock <u>(9)</u>	12/30/2012 ⁽⁸⁾		M		8,810	A	\$ 30 8,811
Common Stock <u>(9)</u>	12/30/2012 ⁽⁸⁾		D		8,810	D	\$ 30 1
Common Stock <u>(9)</u>	12/31/2012 ⁽⁸⁾		M		5,435	A	\$ 30 5,436
Common Stock <u>(9)</u>	12/31/2012 ⁽⁸⁾		D		5,435	D	\$ 30 1

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

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SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

Table with 7 columns: 1. Title of Derivative Security, 2. Conversion or Exercise Price, 3. Transaction Date, 4. Deemed Execution Date, 5. Number of Securities, 6. Date Exercisable and Expiration Date, 7. Title and Amount of Underlying Security. Includes rows for Restricted Stock Units.

Reporting Owners

Table with 2 columns: Reporting Owner Name / Address and Relationships. Lists HAUGEN ROBERT W and their relationship as EVP, Refining Operations.

Signatures

/s/ Edmund S. Gross, Attorney-in-fact 03/01/2013

**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).

Although initially reported as Common Stock, these shares were converted into Restricted Stock Units effective as of May 4, 2012 in connection with the Transaction Agreement dated April 18, 2012 entered into among CVR Energy, Inc. and certain affiliates of Carl C. Icahn. Therefore, the number of shares formerly held by the reporting person as Restricted Stock was disposed to the company, and Table II depicts replacement with the acquisition of an equal number of Restricted Stock Units.

(1) Each Restricted Stock Unit reported herein represents the right to receive upon vesting, a cash payment equal to the lesser of \$30 or the fair market value of one share of common stock of the company as of the vesting date, plus the CCP Consideration, as defined in the Transaction Agreement.

(3) The Restricted Stock Units vest in three annual installments in accordance with the terms provided in the replacement award agreement for the awards originally dated July 16, 2010, December 31, 2010 and December 30, 2011.

(4) The Restricted Stock Units expire immediately following payment within 10 days after their vesting.

(5) Each Restricted Stock Unit reported herein represents the right to receive upon vesting, a cash payment equal to the fair market value of one share of common stock of the company as of the vesting date.

(6) The Restricted Stock Units awarded to the reporting person vest in three annual installments beginning on December 28, 2013.

(7) The Restricted Stock Units expire immediately following their vesting in three equal installments beginning on December 28, 2013.

(8) This transaction represents the settlement of vested Restricted Stock Units in cash by the company.

(9) The transaction has been amended to reflect the reporting person's ownership of one share of Common Stock, independent of the transactions otherwise reported herein.

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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