

HOLLY CORP  
Form POSASR  
June 14, 2010

As filed with the Securities and Exchange Commission on June 14, 2010

Registration No. 333-163417

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549  
Post-Effective Amendment No. 1  
to  
Form S-3  
REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933  
Holly Corporation  
(Exact name of Registrant as specified in its charter)**

**Delaware**  
(State or other jurisdiction of  
incorporation or organization)

**75-1056913**  
(I.R.S. Employer  
Identification Number)

**100 Crescent Court, Suite 1600  
Dallas, Texas 75201-6915  
(214) 871-3555**

(Address, including zip code, and telephone number, including area code, of Registrant's principal executive offices)

**Denise C. McWatters  
Vice President, General Counsel and Secretary  
100 Crescent Court, Suite 1600  
Dallas, Texas 75201-6915  
(214) 871-3555**

(Name, address, including zip code, and telephone number, including area code, of agent for service)

**Copies to:**

**Glen J. Hettinger  
Fulbright & Jaworski L.L.P.  
2200 Ross Avenue, Suite 2800  
Dallas, Texas 75201-2784  
(214) 855-8000  
(214) 855-8200 (Fax)**

**Approximate date of commencement of proposed sale to the public:** From time to time after the effective date of this Registration Statement.

If the only securities being registered on this form are being offered pursuant to dividend or interest reinvestment plans, please check the following box.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, other than securities offered only in connection with dividend or interest reinvestment plans, check the following box.

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement

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for the same offering.

If this Form is a registration statement pursuant to General Instruction I.D. or a post-effective amendment thereto that shall become effective upon filing with the Commission pursuant to Rule 462(e) under the Securities Act, check the following box:

If this Form is a post-effective amendment to a registration statement filed pursuant to General Instruction I.D. filed to register additional securities or additional classes of securities pursuant to Rule 413(b) under the Securities Act, check the following box:

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer <input type="checkbox"/>	Accelerated filer <input type="checkbox"/>	Non-accelerated filer <input type="checkbox"/>	Smaller reporting company <input type="checkbox"/>
(Do not check if a smaller reporting company)			

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**TERMINATION OF REGISTRATION STATEMENT**

On December 1, 2009, Holly Corporation (the Company ) filed a registration statement on Form S-3 (Registration No. 333-163417) (the Registration Statement ) with the Securities and Exchange Commission (the SEC ), which was deemed effective upon filing. The Registration Statement related to the offer for resale of up to 2,789,155 shares of common stock of the Company (the Securities ) by the selling stockholder named in the Registration Statement from time to time.

In accordance with an undertaking made by the Company in the Registration Statement, this Post-Effective Amendment No. 1 to the Registration Statement is being filed because all Securities offered for resale under the Registration Statement have been sold. This Post-Effective Amendment No. 1 terminates the Registration Statement, as of the effective date of this Post-Effective Amendment No. 1.

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**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Post-Effective Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the city of Dallas, in the State of Texas, on June 11, 2010.

HOLLY CORPORATION

By: /s/ Matthew P. Clifton  
 Name: Matthew P. Clifton  
 Title: Chairman of the Board and  
 Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933 this Post-Effective Amendment No. 1 to the Registration Statement has been signed below by the following persons in the capacities and on the dates indicated.

<b>Signature</b>	<b>Title</b>	<b>Date</b>
/s/ Matthew P. Clifton	Chairman of the Board and Chief Executive Officer	June 11, 2010
Matthew P. Clifton	(Principal Executive Officer)	
*	Senior Vice President and Chief Financial Officer	June 11, 2010
Bruce R. Shaw	(Principal Financial Officer)	
/s/ Scott C. Surplus	Vice President and Controller	June 11, 2010
Scott C. Surplus	(Principal Accounting Officer)	
*	Director	June 11, 2010
Buford P. Berry		
*	Director	June 11, 2010
Leldon E. Echols		
*	Director	June 11, 2010
Robert G. McKenzie		
*	Director	June 11, 2010
Jack P. Reid		
*	Director	June 11, 2010
Paul T. Stoffel		

/s/ Tommy A. Valenta

Director

June 11, 2010

Tommy A. Valenta

\*By: /s/ Matthew P. Clifton  
Matthew P. Clifton  
Attorney-in-Fact Pursuant to Power of  
Attorney