

CVR ENERGY INC  
Form 4  
December 31, 2013

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2015  
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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 \*  
**GROSS EDMUND S**

(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)  
**12/28/2013**

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)  
**SVP, General Counsel & Sec.**

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 Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                 |                                      |  |                                | (A) or (D)  | Price   |  |   |
| Common Stock                    | 12/28/2013 <sup>(1)</sup>            |  | M                              | 5,593   | A \$ 42.64  | 5,593  | D   |
| Common Stock                    | 12/28/2013 <sup>(1)</sup>            |  | D                              | 5,593   | D \$ 42.64  | 0  | D   |
| Common Stock                    | 12/30/2013 <sup>(1)</sup>            |  | M                              | 19,327  | A \$ 30   | 19,327   | D   |
| Common Stock                    | 12/30/2013 <sup>(1)</sup>            |  | D                              | 19,327  | D \$ 30   | 0  | D   |
| Common Stock                    | 12/31/2013 <sup>(1)</sup>            |  | M                              | 15,239  | A \$ 30   | 15,239   | D   |

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Common Stock 12/31/2013<sup>(1)</sup> D 15,239 D \$ 30 0 D

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

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

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable Expiration Date                         | Title Amount or Number of Shares                              |
| Restricted Stock Units                     | (1)  | 12/28/2013                           |  | M                              | 5,593   | 12/28/2013 12/28/2013                                    | Common Stock 5,593  |
| Restricted Stock Units                     | (1)  | 12/30/2013                           |  | M                              | 19,327  | 12/30/2013 12/30/2013                                    | Common Stock 19,327   |
| Restricted Stock Units                     | (1)  | 12/31/2013                           |  | M                              | 15,239  | 12/31/2013 12/31/2013                                    | Common Stock 15,239   |

## Reporting Owners

**Reporting Owner Name / Address**

**Relationships**

Director 10% Owner Officer Other

GROSS EDMUND S  
C/O CVR ENERGY, INC.  
2277 PLAZA DRIVE, SUITE 500  
SUGAR LAND, TX 77479

SVP, General Counsel & Sec.

## Signatures

/s/ Edmund S. Gross 12/31/2013

\*\*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).

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

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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