

CVR ENERGY INC
 Form 4
 February 07, 2012

FORM 4

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

OMB APPROVAL

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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 *
 ICAHN CARL C

(Last) (First) (Middle)

C/O ICAHN ASSOCIATES
 CORP., 767 FIFTH AVE., SUITE
 4700

(Street)

NEW YORK, NY 10153

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
 CVR ENERGY INC [CVI]

3. Date of Earliest Transaction
 (Month/Day/Year)
 02/06/2012

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___X___ 10% Owner
 ___ Officer (give title below) ___X___ Other (specify below)
 please see all footnotes

6. Individual or Joint/Group Filing(Check Applicable Line)
 ___ Form filed by One Reporting Person
 X 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)
Common stock, par value \$0.01 ("Shares")	02/06/2012		X	8,754,288 A (8)	12,584,227	I	please see all footnotes

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

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SEC 1474 (9-02)

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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		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Security (Instr. 3 and 4)	
					Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		Date Exercisable	Expiration Date	Title	Amount
Call Option ("right to purchase")	\$ 12	02/06/2012		X		6,819,411	12/12/2011	12/12/2013	Shares	6,819,411
Put Option ("obligation to purchase")	\$ 12	02/06/2012		X		6,819,411	12/12/2011	12/12/2013	Cash settled	6,819,411
Call Option	\$ 14	02/06/2012		X		1,934,877	01/11/2012	04/11/2012	Shares	1,934,877
Put Option	\$ 14	02/06/2012		X		1,934,877	01/11/2012	04/11/2012	Cash settled	1,934,877

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ICAHN CARL C C/O ICAHN ASSOCIATES CORP. 767 FIFTH AVE., SUITE 4700 NEW YORK, NY 10153		X		please see all footnotes
HIGH RIVER LIMITED PARTNERSHIP 445 HAMILTON AVENUE SUITE 1210		X		please see all footnotes

WHITE PLAINS, NY 10601

ICAHN PARTNERS MASTER FUND LP

C/O WALKER HOUSE

87 MARY STREET

GEORGE TOWN, GRAND CAYMAN, E9 KY1-9001

X

please see all footnotes

ICAHN PARTNERS MASTER FUND II L.P.

C/O WALKER HOUSE

87 MARY STREET

GRAND CAYMAN, CAYMAN ISLANDS, E9 KY1-9001

X

please see all footnotes

ICAHN PARTNERS MASTER FUND III L.P.

C/O WALKER HOUSE

87 MARY STREET

GRAND CAYMAN, CAYMAN ISLANDS, E9 KY1-9001

X

please see all footnotes

ICAHN PARTNERS LP

445 HAMILTON AVENUE

SUITE 1210

WHITE PLAINS, NY 10601

X

please see all footnotes

Signatures

/s/ Carl C. Icahn

02/07/2012

**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) High River Limited Partnership ("High River") directly beneficially owns 2,516,845 Shares, Icahn Partners LP ("Icahn Partners") directly beneficially owns 3,928,395 Shares, Icahn Partners Master Fund LP ("Icahn Master") directly beneficially owns 4,089,286 Shares, Icahn Partners Master Fund II LP ("Icahn Master II") directly beneficially owns 1,423,232 Shares, and Icahn Partners Master Fund III LP ("Icahn Master III") directly beneficially owns 626,469 Shares.

(2) Barberry Corp. ("Barberry"), is the sole member of Hopper Investments LLC ("Hopper"), which is the general partner of High River. Beckton Corp. ("Beckton") is the sole stockholder of Icahn Enterprises G.P. Inc. ("Icahn Enterprises GP"), which is the general partner of Icahn Enterprises Holdings L.P. ("Icahn Enterprises Holdings"). Icahn Enterprises Holdings is the sole member of IPH GP LLC ("IPH"), which is the general partner of Icahn Capital LP ("Icahn Capital"). Icahn Capital is the general partner of each of Icahn Onshore LP ("Icahn Onshore") and Icahn Offshore LP ("Icahn Offshore"). Icahn Onshore is the general partner of Icahn Partners. Icahn Offshore is the general partner of each of Icahn Master, Icahn Master II and Icahn Master III.

(3) Each of Barberry and Beckton is 100 percent owned by Carl C. Icahn. As such, Mr. Icahn is in a position indirectly to determine the investment and voting decisions made by each of High River, Icahn Partners, Icahn Master, Icahn Master II and Icahn Master III. Each of Hopper, Barberry and Mr. Icahn may be deemed to indirectly beneficially own (as that term is defined in Rule 13d-3 under the Act) the Shares which High River owns. Each of Hopper, Barberry and Mr. Icahn disclaims beneficial ownership of such Shares except to the extent of their pecuniary interest therein.

(4) Each of Icahn Onshore, Icahn Capital, IPH, Icahn Enterprises Holdings, Icahn Enterprises GP, Beckton and Mr. Icahn may be deemed to indirectly beneficially own (as that term is defined in Rule 13d-3 under the Act) the Shares which Icahn Partners owns. Each of Icahn Onshore, Icahn Capital, IPH, Icahn Enterprises Holdings, Icahn Enterprises GP, Beckton and Mr. Icahn disclaims beneficial ownership of such Shares except to the extent of their pecuniary interest therein.

(5) Each of Icahn Offshore, Icahn Capital, IPH, Icahn Enterprises Holdings, Icahn Enterprises GP, Beckton and Mr. Icahn may be deemed to indirectly beneficially own (as that term is defined in Rule 13d-3 under the Act) the Shares which each of Icahn Master, Icahn Master II and Icahn Master III owns. Each of Icahn Offshore, Icahn Capital, IPH, Icahn Enterprises Holdings, Icahn Enterprises GP, Beckton and Mr. Icahn disclaims beneficial ownership of such Shares except to the extent of their pecuniary interest therein.

(6)

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High River directly beneficially owned 1,750,857 call options (the "Call Options"), Icahn Partners directly beneficially owned 2,725,634 Call Options, Icahn Master directly beneficially owned 2,837,830 Call Options, Icahn Master II directly beneficially owned 999,850 Call Options, and Icahn Master III directly beneficially owned 440,117 Call Options. On February 6, 2012, each of High River, Icahn Partners, Icahn Master, Icahn Master II and Icahn Master III exercised all of their respective Call Options in their entirety, and thereby acquired 1,750,857 Shares, 2,725,634 Shares, 2,837,830 Shares, 999,850 Shares, and 440,117 Shares, respectively.

- (7) High River directly wrote 1,750,857 European-style put options (the "Put Options"), Icahn Partners directly wrote 2,725,634 Put Options, Icahn Master directly wrote 2,837,830 Put Options, Icahn Master II directly wrote 999,850 Put Options, and Icahn Master III directly wrote 440,117 Put Options. On February 6, 2012, upon exercise of the Call Options, all of the Put Options terminated in accordance with their terms.

- (8) The exercise price upon exercise of 6,819,411 of the Call Options was \$12.00 and the average premium paid for such Call Options was \$8.39. The exercise price upon exercise of 1,934,877 of the Call Options was \$14.00 and the average premium paid for such Call Options was \$8.09.

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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