

OMB APPROVAL	
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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>GOLDMAN SACHS GROUP INC</u>			2. Issuer Name and Ticker or Trading Symbol <u>CVR ENERGY INC [ CVI ]</u>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director <input checked="" type="checkbox"/> 10% Owner  Officer (give title below) <input type="checkbox"/> Other (specify below) <input type="checkbox"/>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>02/08/2011</u>					
200 WEST STREET			4. If Amendment, Date of Original Filed (Month/Day/Year)			6. Individual or Joint/Group Filing (Check Applicable Line)  <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person		
(Street)	(City)	(State)						
NEW YORK	NY	10282						
(City)	(State)	(Zip)						

**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)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	02/08/2011		s		15,113,254	D	\$15.9963	8,353	I	See footnotes <sup>(1)(2)(3)</sup> (4)(5)(6)

**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)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)					

1. Name and Address of Reporting Person\*  
GOLDMAN SACHS GROUP INC

(Last) (First) (Middle)  
200 WEST STREET

(Street)  
NEW YORK NY 10282

(City) (State) (Zip)

1. Name and Address of Reporting Person\*  
GSCP V OFFSHORE ADVISORS, L.L.C.

(Last) (First) (Middle)  
200 WEST STREET

(Street)  
NEW YORK NY 10282

(City) (State) (Zip)

1. Name and Address of Reporting Person\*  
GSCP V ADVISORS, L.L.C.

(Last) (First) (Middle)  
200 WEST STREET

(Street)

NEW YORK NY 10282

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

GS CAPITAL PARTNERS V OFFSHORE FUND, L.P.

(Last) (First) (Middle)

200 WEST STREET

(Street)

NEW YORK NY 10282

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

GS CAPITAL PARTNERS V GMBH & CO. KG

(Last) (First) (Middle)

200 WEST STREET

(Street)

NEW YORK NY 10282

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

GS CAPITAL PARTNERS V FUND, L.P.

(Last) (First) (Middle)

200 WEST STREET

(Street)

NEW YORK NY 10282

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

GS CAPITAL PARTNERS V INSTITUTIONAL, L.P.

(Last) (First) (Middle)

200 WEST STREET

(Street)

NEW YORK NY 10282

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

GS ADVISORS V, L.L.C.

(Last) (First) (Middle)

200 WEST STREET

(Street)

NEW YORK NY 10282

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

GOLDMAN SACHS & CO

(Last) (First) (Middle)

200 WEST STREET

(Street)

NEW YORK NY 10282

(City) (State) (Zip)

**Explanation of Responses:**

1. This statement is being filed by The Goldman Sachs Group, Inc. ("GS Group"), Goldman, Sachs & Co. ("Goldman Sachs"), GS Capital Partners V Fund, L.P. ("GS Capital"), GS Capital Partners V Offshore Fund, L.P. ("GS Offshore"), GS Capital Partners V Institutional, L.P. ("GS Institutional"), GS Capital Partners V GmbH & Co. KG ("GS Germany", and together with GS Capital, GS Offshore and GS Institutional, the "Funds") (continued in footnote 2)
2. GSCP V Advisors, L.L.C. ("GSCP Advisors"), GSCP V Offshore Advisors, L.L.C. ("GSCP Offshore Advisors"), GS Advisors V, L.L.C. ("GS Advisors"), Goldman, Sachs Management GP GmbH ("GS GmbH") and Coffeyville Acquisition II LLC ("CA II"), and together with GSCP Advisors, GSCP Offshore Advisors, GS Advisors, GS GmbH, the Funds, Goldman Sachs and GS Group, the "Reporting Persons"). Due to the electronic system's limitation of 10 Reporting Persons per joint filing, this statement is being filed in duplicate.
3. Pursuant to an underwriting agreement, dated February 2, 2011, and in connection with the registered public offering of shares of common stock, par value \$0.01 per share (the "Common Stock") of CVR Energy, Inc. (the "Company"), pursuant to the final prospectus filed by the Company on February 4, 2011, which offering was consummated on February 8, 2011, CA II sold 15,113,254 shares of Common Stock, which represented all of the Common Stock that CAII owned.
4. The Funds are members of CA II and own common units of CA II. The Funds' common units corresponded to 14,965,434 shares of Common Stock. The common units of CA II that corresponded to the balance of the Common Stock owned by CA II are held by certain officers and directors of the Company. CAII no longer owns any Common Stock of the Company.
5. Goldman Sachs beneficially owns directly and GS Group may be deemed to beneficially own indirectly 8,353 shares of Common Stock. CAII and the Funds do not beneficially own directly or indirectly any shares of Common Stock. Goldman Sachs and GS Group may be deemed to have beneficially owned indirectly, through certain investment partnerships that are members of and own common units of CA II, the shares of Common Stock that were sold by CA II because (i) affiliates of Goldman Sachs and GS Group are the general partner, managing limited partner, managing partner, managing member or member of those investment partnerships and (ii) those investment partnerships control CA II and had the power to vote and dispose of the Common Stock owned by CA II.
6. The Reporting Persons disclaim beneficial ownership of all shares of Common Stock in excess of their pecuniary interest, if any, and this report shall not be deemed an admission that any such person or entity is the beneficial owner of, or has any pecuniary interest in, such securities for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or for any other purpose.

/s/ Yvette Kusic, Attorney-in-  
fact 02/10/2011

/s/ Yvette Kusic, Attorney-in-  
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fact 02/10/2011

/s/ Yvette Kusic, Attorney-in-  
fact 02/10/2011

\*\* Signature of Reporting Person Date

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

\* 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).

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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