SEC Form 4

FORM 4

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

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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[*]	2. Issuer Name **and** Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
RIEMANN STANLEY A	CVR ENERGY INC [CVI]	

1. Name and Address of Reporting Person[*]

RIEMANN STANLEY A

| (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 of Original Filed (Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer (Check all applicable)

| | Director | | 10% Owner |
| X | Officer (give title below) | | Other (specify below) |

Chief Operating Officer

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	12/28/2013[(1)]		M		37,752	A	$42.64	37,752	D	
Common Stock	12/28/2013[(1)]		D		37,752	D	$42.64	0	D	
Common Stock	12/30/2013[(1)]		M		26,473	A	$30	26,473	D	
Common Stock	12/30/2013[(1)]		D		26,473	D	$30	0	D	
Common Stock	12/31/2013[(1)]		M		22,782	A	$30	22,782	D	
Common Stock	12/31/2013[(1)]		D		22,782	D	$30	0	D	

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 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)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Restricted Stock Units	[(1)]	12/28/2013		M			37,752	12/28/2013	12/28/2013	Common Stock	37,752	$42.64	75,728	D	
Restricted Stock Units	[(1)]	12/30/2013		M			26,473	12/30/2013	12/30/2013	Common Stock	26,473	$30	49,255	D	
Restricted Stock Units	[(1)]	12/31/2013		M			22,782	12/31/2013	12/31/2013	Common Stock	22,782	$30	26,473	D	

Explanation of Responses:

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

/s/ Edmund S. Gross, Attorney-in-fact   12/31/2013

** 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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.