

**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

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

1. Name and Address of Reporting Person* <u>BERNEY PHILIP E</u>  (Last) (First) (Middle) <u>C/O KELSO AND COMPANY</u> <u>320 PARK AVENUE, 24TH FLOOR</u>  (Street) <u>NEW YORK NY 10022</u>  (City) (State) (Zip)	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 checked="" type="checkbox"/> Other (specify below)  See Footnote 2
	3. Date of Earliest Transaction (Month/Day/Year) <u>02/08/2011</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

**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, par value \$0.01 per share	02/08/2011		S		11,759,023 <sup>(1)</sup>	D	\$15.9963	7,988,179 <sup>(1)</sup>	I <sup>(2)(3)(4)(5)(6)(7)(8)(9)</sup>	By Coffeyville Acquisition LLC

**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					

1. Name and Address of Reporting Person\*  
BERNEY PHILIP E  
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 (City) (State) (Zip)

1. Name and Address of Reporting Person\*  
BYNUM FRANK K  
 (Last) (First) (Middle)  
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 (City) (State) (Zip)

1. Name and Address of Reporting Person\*  
Connors James J II

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1. Name and Address of Reporting Person\*

GOLDBERG MICHAEL B

(Last) (First) (Middle)

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1. Name and Address of Reporting Person\*

NICKELL FRANK T

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1. Name and Address of Reporting Person\*

WAHRHAFTIG DAVID I

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1. Name and Address of Reporting Person\*

WALL THOMAS R IV

(Last) (First) (Middle)

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(City) (State) (Zip)

1. Name and Address of Reporting Person\*

Moore Church M

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(City) (State) (Zip)

1. Name and Address of Reporting Person\*

Collins Christopher L

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(City) (State) (Zip)

1. Name and Address of Reporting Person\*

Loverro Frank J

(Last) (First) (Middle)

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(Street)  
NEW YORK NY 10022

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**Explanation of Responses:**

- These amounts reflect the record ownership of and transactions in common stock, par value \$0.01 per share, of CVR Energy, Inc. by Coffeyville Acquisition LLC. Each reporting person disclaims beneficial ownership of such shares of common stock except to the extent of such person's pecuniary interest therein, if any.
- George E. Matelich and Stanley de J. Osborne are members of the board of directors of CVR Energy, Inc. Each of Messrs. Matelich and Osborne disclaims beneficial ownership of any common stock included herein except to the extent of his pecuniary interest herein.
- Kelso GP VII, LLC (GP VII LLC) is the general partner of Kelso GP VII, L.P. (GP VII LP). GP VII LP is the general partner of Kelso Investment Associates VII, L.P. (KIA VII). KIA VII is the majority owner of Coffeyville Acquisition LLC. Each of GP VII LLC, GP VII LP and KIA VII disclaims beneficial ownership of the securities owned of record by Coffeyville Acquisition LLC, except to the extent of their respective pecuniary interests therein, and the inclusion of these securities in this report shall not be deemed an admission of beneficial ownership of all the reported securities for purposes of Section 16 or for any other purposes.
- Each of GP VII LLC, GP VII LP and KIA VII, due to their common control, could be deemed to beneficially own each other's securities. GP VII LLC disclaims beneficial ownership of all of the securities owned of record, or deemed beneficially owned, by each of GP VII LP and KIA VII, except to the extent of its pecuniary interest therein, and the inclusion of these securities in this report shall not be deemed an admission of beneficial ownership of all the reported securities for purposes of Section 16 or for any other purposes.
- GP VII LP disclaims beneficial ownership of all of the securities owned of record, or deemed beneficially owned, by each of GP VII LLC and KIA VII, except, in the case of KIA VII, to the extent of its pecuniary interest therein, and the inclusion of these securities in this report shall not be deemed an admission of beneficial ownership of all the reported securities for purposes of Section 16 or for any other purposes. KIA VII disclaims beneficial ownership of all of the securities owned of record, or deemed beneficially owned, by each of GP VII LLC and GP VII LP, and the inclusion of these securities in this report shall not be deemed an admission of beneficial ownership of all the reported securities for purposes of Section 16 or for any other purposes.
- KEP VI, LLC (KEP VI) and GP VII LLC due to their common control could be deemed to beneficially own each other's securities. KEP VI disclaims beneficial ownership of all of the securities owned of record, or deemed beneficially owned, by each of GP VII LLC, GP VII LP and KIA VII, and the inclusion of these securities in this report shall not be deemed an admission of beneficial ownership of all the reported securities for purposes of Section 16 or for any other purposes. Each of GP VII LLC, GP VII LP and KIA VII disclaims beneficial ownership of all of the securities owned of record, or deemed beneficially owned, by KEP VI, and the inclusion of these securities in this report shall not be deemed an admission of beneficial ownership of all the reported securities for the purposes of Section 16 or for any other purposes.
- KEP VI disclaims beneficial ownership of the securities owned of record by Coffeyville Acquisition LLC, except to the extent of its pecuniary interest therein, and the inclusion of these securities in this report shall not be deemed an admission of beneficial ownership of the reported securities for purposes of Section 16 or for any other purposes.
- Messrs. Nickell, Wall, Matelich, Goldberg, Bynum, Wahrhaftig, Berney, Loverro, Connors, Osborne and Moore may be deemed to share beneficial ownership of securities owned of record or beneficially owned by GP VII LLC, GP VII LP, KIA VII, KEP VI and Coffeyville Acquisition LLC, by virtue of their status as managing members of GP VII LLC and KEP VI, but disclaim beneficial ownership of such securities, and this report shall not be deemed an admission that any of Messrs. Nickell, Wall, Matelich, Goldberg, Bynum, Wahrhaftig, Berney, Loverro, Connors, Osborne and Moore is the beneficial owner of these securities for purposes of Section 16 or for any other purposes.
- Christopher L. Collins may be deemed to share beneficial ownership of securities owned of record or beneficially owned by KEP VI and Coffeyville Acquisition LLC by virtue of his status as a managing member of KEP VI. Mr. Collins shares investment and voting power with the individuals named in footnote 8 with respect to ownership interests owned by KEP VI and Coffeyville Acquisition LLC but disclaims beneficial ownership of such interests.

**Remarks:**

Because an electronically filed joint filing is limited to a maximum of ten reporting persons, this Form 4 is one of two filed today reporting on the same securities by the following joint filers: Kelso Investment Associates VII, L.P.; Kelso GP VII, L.P.; Kelso GP VII, LLC; KEP VI, LLC; Coffeyville Acquisition LLC; Frank T. Nickell; Thomas R. Wall, IV; George E. Matelich; Michael B. Goldberg; Frank K. Bynum, Jr.; David I. Wahrhaftig; Philip E. Berney; Frank J. Loverro; James J. Connors, II; Stanley de J. Osborne; Church M. Moore; and Christopher L. Collins.

Philip E. Berney By: \* 02/10/2011  
Frank K. Bynum By: \* 02/10/2011  
Michael B. Goldberg By: \* 02/10/2011  
Frank J. Loverro By: \* 02/10/2011  
Frank T. Nickell By: \* 02/10/2011  
David I. Wahrhaftig By: \* 02/10/2011  
Thomas R. Wall, IV By: \* 02/10/2011  
Church M. Moore By: \* 02/10/2011  
Christopher L. Collins By: \* 02/10/2011  
BY: \* /s/ James J. Connors, II,  
Individually and as Attorney- 02/10/2011  
in-Fact

\*\* 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.