

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

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>ICAHN CARL C</u> (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 <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) please see all footnotes
	3. Date of Earliest Transaction (Month/Day/Year) 02/06/2012	
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 ("Shares")	02/06/2012		X		8,754,288	A	(B)	12,584,227	I	please see all footnotes

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				
Call Option ("right to purchase")	\$12	02/06/2012		X		6,819,411		12/12/2011	12/12/2013	Shares	6,819,411	\$8.39	1,934,877	I	please see all footnotes ⁽¹⁾⁽²⁾ (3)(4)(5)(6)(7)(8)
Put Option ("obligation to purchase")	\$12	02/06/2012		X		6,819,411		12/12/2011	12/12/2013	Cash settled	6,819,411	\$0.01	1,934,877	I	please see all footnotes ⁽¹⁾⁽²⁾ (3)(4)(5)(6)(7)(8)
Call Option	\$14	02/06/2012		X		1,934,877		01/11/2012	04/11/2012	Shares	1,934,877	\$8.09	0	I	please see all footnotes ⁽¹⁾⁽²⁾ (3)(4)(5)(6)(7)(8)
Put Option	\$14	02/06/2012		X		1,934,877		01/11/2012	04/11/2012	Cash settled	1,934,877	\$0.01	0	I	please see all footnotes ⁽¹⁾⁽²⁾ (3)(4)(5)(6)(7)(8)

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)

1. Name and Address of Reporting Person*
HIGH RIVER LIMITED PARTNERSHIP
 (Last) (First) (Middle)
 445 HAMILTON AVENUE
 SUITE 1210
 (Street)
 WHITE PLAINS NY 10601
 (City) (State) (Zip)

1. Name and Address of Reporting Person*
ICAHN PARTNERS MASTER FUND LP
 (Last) (First) (Middle)

C/O WALKER HOUSE
87 MARY STREET

(Street)

GEORGE TOWN, E9 KY1-9001
GRAND CAYMAN

(City) (State) (Zip)

1. Name and Address of Reporting Person *

ICAHN PARTNERS MASTER FUND II L.P.

(Last) (First) (Middle)

C/O WALKER HOUSE
87 MARY STREET

(Street)

GRAND CAYMAN, E9 KY1-9001
CAYMAN ISLANDS

(City) (State) (Zip)

1. Name and Address of Reporting Person *

ICAHN PARTNERS MASTER FUND III L.P.

(Last) (First) (Middle)

C/O WALKER HOUSE
87 MARY STREET

(Street)

GRAND CAYMAN, E9 KY1-9001
CAYMAN ISLANDS

(City) (State) (Zip)

1. Name and Address of Reporting Person *

ICAHN PARTNERS LP

(Last) (First) (Middle)

445 HAMILTON AVENUE
SUITE 1210

(Street)

WHITE PLAINS NY 10601

(City) (State) (Zip)

Explanation of Responses:

- 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.
- 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.
- 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.
- 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.
- 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.
- 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.
- 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.
- 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.

Remarks:

/s/ Carl C. Icahn

02/07/2012

** 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.