

HAUGEN ROBERT W

Form 4/A

March 01, 2013

**FORM 4**
**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

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

**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

## OMB APPROVAL

OMB  
Number: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
HAUGEN ROBERT W

(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)

05/04/2012

4. If Amendment, Date Original  
Filed(Month/Day/Year)  
01/02/2013

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_X\_\_ Officer (give title below) \_\_\_\_ Other (specify below)

EVP, Refining Operations

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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>(A) or Disposed of<br>(D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|----------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------|
| Common<br>Stock <u>(9)</u>            | 05/04/2012                              |                                                             | D                                       | 43,094                                                                     | D                                                                                                                  | 1                                                                    | D                                                                 |
| Common<br>Stock <u>(9)</u>            | 12/30/2012 <sup>(8)</sup>               |                                                             | M                                       | 8,810                                                                      | A                                                                                                                  | \$ 30 8,811                                                          | D                                                                 |
| Common<br>Stock <u>(9)</u>            | 12/30/2012 <sup>(8)</sup>               |                                                             | D                                       | 8,810                                                                      | D                                                                                                                  | \$ 30 1                                                              | D                                                                 |
| Common<br>Stock <u>(9)</u>            | 12/31/2012 <sup>(8)</sup>               |                                                             | M                                       | 5,435                                                                      | A                                                                                                                  | \$ 30 5,436                                                          | D                                                                 |
| Common<br>Stock <u>(9)</u>            | 12/31/2012 <sup>(8)</sup>               |                                                             | D                                       | 5,435                                                                      | D                                                                                                                  | \$ 30 1                                                              | D                                                                 |

# Edgar Filing: HAUGEN ROBERT W - Form 4/A

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

**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 control number.**

SEC 1474  
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount<br>Underlying Securities<br>(Instr. 3 and 4) |
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|--------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|------------------------------------------------------------------|
|                                                     |                                                                    |                                         |                                                             | Code                                 | V (A) (D)                                                                                              | Date<br>Exercisable Expiration<br>Date Date                    | Title                                                            |
| Restricted<br>Stock<br>Units <sup>(9)</sup>         | <u>(2)</u>                                                         | 05/04/2012                              |                                                             | A                                    | 43,094                                                                                                 | <u>(3)</u> <u>(4)</u>                                          | Common<br>Stock 43,                                              |
| Restricted<br>Stock<br>Units <sup>(9)</sup>         | <u>(5)</u>                                                         | 12/28/2012                              |                                                             | A                                    | 11,536                                                                                                 | <u>(6)</u> <u>(7)</u>                                          | Common<br>Stock 11,                                              |
| Restricted<br>Stock<br>Units <sup>(9)</sup>         | <u>(8)</u>                                                         | 12/30/2012                              |                                                             | M                                    | 8,810                                                                                                  | 12/30/2012 12/30/2012                                          | Common<br>Stock 8,8                                              |
| Restricted<br>Stock<br>Units <sup>(9)</sup>         | <u>(8)</u>                                                         | 12/31/2012                              |                                                             | M                                    | 5,435                                                                                                  | 12/31/2012 12/31/2012                                          | Common<br>Stock 5,4                                              |

## Reporting Owners

| Reporting Owner Name / Address                                                                 | Relationships                    |
|------------------------------------------------------------------------------------------------|----------------------------------|
|                                                                                                | Director 10% Owner Officer Other |
| HAUGEN ROBERT W<br>C/O CVR ENERGY, INC.<br>2277 PLAZA DRIVE, SUITE 500<br>SUGAR LAND, TX 77479 | EVP, Refining Operations         |

## Signatures

/s/ Edmund S. Gross,  
Attorney-in-fact

03/01/2013

                     \*\*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).

Although initially reported as Common Stock, these shares were converted into Restricted Stock Units effective as of May 4, 2012 in connection with the Transaction Agreement dated April 18, 2012 entered into among CVR Energy, Inc. and certain affiliates of Carl C. Icahn. Therefore, the number of shares formerly held by the reporting person as Restricted Stock was disposed to the company, and Table II depicts replacement with the acquisition of an equal number of Restricted Stock Units.

(1) Each Restricted Stock Unit reported herein represents the right to receive upon vesting, a cash payment equal to the lesser of \$30 or the fair market value of one share of common stock of the company as of the vesting date, plus the CCP Consideration, as defined in the Transaction Agreement.

(3) The Restricted Stock Units vest in three annual installments in accordance with the terms provided in the replacement award agreement for the awards originally dated July 16, 2010, December 31, 2010 and December 30, 2011.

(4) The Restricted Stock Units expire immediately following payment within 10 days after their vesting.

(5) Each Restricted Stock Unit reported herein represents the right to receive upon vesting, a cash payment equal to the fair market value of one share of common stock of the company as of the vesting date.

(6) The Restricted Stock Units awarded to the reporting person vest in three annual installments beginning on December 28, 2013.

(7) The Restricted Stock Units expire immediately following their vesting in three equal installments beginning on December 28, 2013.

(8) This transaction represents the settlement of vested Restricted Stock Units in cash by the company.

(9) The transaction has been amended to reflect the reporting person's ownership of one share of Common Stock, independent of the transactions otherwise reported herein.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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