FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

	OMB APPF	ROVAL
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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

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Name and Address of Reporting Person* Morgan Edward							2. Issuer Name and Ticker or Trading Symbol CVR ENERGY INC [CVI]									5. Relationship of Reporting Person(s) to Issuer (Check all applicable)					
<u>lviorgar</u>	Luwai	u					CTT ETTEROT IITO [OTT]										Direc	ctor	10%	Owner	
						2 D	2. Data of Farliant Transporting (Marth (Day))									X Office below		er (give title v)	Othe belov	(specify	
(Last)		(First) (1	Middle)			3. Date of Earliest Transaction (Month/Day/Year)											Chief Fina	ncial Officer		
C/O CVF	RENERO	ξΥ, Ι	NC.			12/	12/18/2011											Cilici i iliui	nciai Officei		
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						, 4. II	4. If Amendment, Date of Original Filed (Month/Day/Year)									6. Individual or Joint/Group Filing (Check Applicable Line)					
(Street)																X	Form	n filed by One	e Reporting Per	son	
SUGAR	LAND	ΤX	7	7479														•			
						.											Pers		re than One Re	porting	
(City)		(State	a) (:	Zip)																	
(Oity)		(Otati	(2																		
			Tabl	e I - Noi	n-Deriv	ative	Se	curitie	s Acq	uired,	Dis	posed o	f, or	r Ben	eficia	ally (Owne	ed			
1. Title of S	ecurity (In	ıstr.	3)		2. Transa	action										ount of	6. Ownership	7. Nature			
	• •		•		Date (Manth/D	/\/aa	Execution Date,			Transaction Disposed Of (D) (Instr. 3, 4			3, 4 ar				Form: Direct (D) or Indirect	of Indirect Beneficial			
(Month/Da						Jay/ Yea	ay/Year) if any (Month/Day/Year)			Code (Instr. 5) 8)					Benef Owne		d Following	(I) (Instr. 4)	Ownership		
												Repo			.,,	(Instr. 4)					
											۱v	Amount	(A) or Pri		Price			action(s) 3 and 4)			
Common Stock 12/18/							/2011					3,366(1	(1) D \$		\$18	8.49 116,321		16,321	D		
					, ,,,,,							77									
			Ta									sed of,				y Ov	vned				
				(e.g., pı	uts, c	alls	, warr	ants,	option	s, c	onvertib	le s	ecuri	ties)						
1. Title of	2.	3	3. Transaction			4.		5. Number		6. Date E					8. Price of		9. Number o		11. Nature		
Derivative	Conversion		Date	Execution		Transactio				Expiration Date Amount of					Derivative		derivative	Ownership	of Indirect Beneficial		
						Code (Instr.		tr. Derivative (Securities		(Month/Day/Year) Securities Underlying				Security (Instr. 5)		Securities Beneficially	Form: Direct (D)	Ownership			
				,,	-,	Acquired			uired Derivative							Owned	or Indirect	(Instr. 4)			
					(A) or Disposed						Security (Instr.			3		Following Reported	(I) (Instr. 4)				
				of (D) (Instr.										Transaction	(s)						
						(Instr. 3, 4								(Instr. 4)							
					ļ.		and 5)				 										
											Amoun		ount				1				
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						1		Date		Expiration		of									
						Code	V	(A)	(D)	Exercisa	ble	Date	Title	e Sha	ıres				- 1	1	

Explanation of Responses:

1. Mr. Morgan was granted 38,168 shares of restricted common stock on December 18, 2009. This stock award vests in three annual installments. The second installment, consisting of 12,723 shares vested on December 18, 2011. Of this amount, 3,366 shares (the amount disclosed above) were purchased by the company to satisfy Mr. Morgan's tax withholding obligations.

> Edmund S. Gross, Attorney-infact

12/20/2011

** 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.

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.