

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

<b>OMB APPROVAL</b>	
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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* <b>GROSS EDMUND S</b>  (Last) (First) (Middle) <b>C/O CVR ENERGY, INC.</b> <b>2277 PLAZA DRIVE, SUITE 500</b>  (Street) <b>SUGAR LAND TX 77479</b>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <b>CVR ENERGY INC [ CVI ]</b>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <b>SVP, General Counsel &amp; Sec.</b>
	3. Date of Earliest Transaction (Month/Day/Year) <b>05/04/2012</b>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line)  <input checked="" type="checkbox"/> 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	05/04/2012		D		108,164	D	(1)	0	D	
Common Stock	12/30/2012 <sup>(8)</sup>		M		19,328	A	\$30	19,328	D	
Common Stock	12/30/2012 <sup>(8)</sup>		D		19,328	D	\$30	0	D	
Common Stock	12/31/2012 <sup>(8)</sup>		M		15,240	A	\$30	15,240	D	
Common Stock	12/31/2012 <sup>(8)</sup>		D		15,240	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
Restricted Stock Units	(2)	05/04/2012		A		108,164		(3)	(4)	Common Stock	108,164	\$0	108,164	D	
Restricted Stock Units	(5)	12/28/2012		A		16,779		(6)	(7)	Common Stock	16,779	\$0	124,943	D	
Restricted Stock Units	(8)	12/30/2012		M			19,328	12/30/2012	12/30/2012	Common Stock	19,328	\$30	105,615	D	
Restricted Stock Units	(8)	12/31/2012		M			15,240	12/31/2012	12/31/2012	Common Stock	15,240	\$30	90,375	D	

**Explanation of Responses:**

- 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.
- 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.
- 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.
- The Restricted Stock Units expire immediately following payment within 10 days after their vesting.
- 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.
- The Restricted Stock Units awarded to the reporting person vest in three annual installments beginning on December 28, 2013.
- The Restricted Stock Units expire immediately following their vesting in three equal installments beginning on December 28, 2013.
- This transaction represents the settlement of vested Restricted Stock Units in cash by the company.

/s/ Edmund S. Gross

01/02/2013

\*\* 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.

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