

**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
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1. Name and Address of Reporting Person* <u>LIPINSKI JOHN J</u>  (Last) (First) (Middle) <u>C/O CVR ENERGY, INC.</u> <u>2277 PLAZA DRIVE, SUITE 500</u>  (Street) <u>SUGAR LAND TX 77479</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)  <input checked="" type="checkbox"/> Director 10% Owner  <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <p style="text-align: center;"><b>CEO and President</b></p>
	3. Date of Earliest Transaction (Month/Day/Year) <u>01/18/2012</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	01/18/2012		s <sup>(1)</sup>		200	D	\$23.53	785,036	D	
Common Stock	01/18/2012		s <sup>(1)</sup>		200	D	\$23.54	784,836	D	
Common Stock	01/18/2012		s <sup>(1)</sup>		2,558	D	\$23.55	782,278	D	
Common Stock	01/18/2012		s <sup>(1)</sup>		100	D	\$23.56	782,178	D	
Common Stock	01/18/2012		s <sup>(1)</sup>		342	D	\$23.57	781,836	D	
Common Stock	01/18/2012		s <sup>(1)</sup>		500	D	\$23.58	781,336	D	
Common Stock	01/18/2012		s <sup>(1)</sup>		500	D	\$23.59	780,836	D	
Common Stock	01/18/2012		s <sup>(1)</sup>		200	D	\$23.6	780,636	D	
Common Stock	01/18/2012		s <sup>(1)</sup>		300	D	\$23.61	780,336	D	
Common Stock	01/18/2012		s <sup>(1)</sup>		100	D	\$23.63	780,236	D	
Common Stock	01/18/2012		s <sup>(1)</sup>		1,100	D	\$23.71	779,136	D	
Common Stock	01/18/2012		s <sup>(1)</sup>		600	D	\$23.72	778,536	D	
Common Stock	01/18/2012		s <sup>(1)</sup>		1,700	D	\$23.73	776,836	D	
Common Stock	01/18/2012		s <sup>(1)</sup>		3,400	D	\$23.74	773,436	D	
Common Stock	01/18/2012		s <sup>(1)</sup>		500	D	\$23.75	772,936	D	
Common Stock	01/18/2012		s <sup>(1)</sup>		4,000	D	\$23.76	768,936	D	
Common Stock	01/18/2012		s <sup>(1)</sup>		2,800	D	\$23.77	766,136	D	
Common Stock	01/18/2012		s <sup>(1)</sup>		1,900	D	\$23.78	764,236	D	
Common Stock	01/18/2012		s <sup>(1)</sup>		600	D	\$23.79	763,636	D	
Common Stock	01/18/2012		s <sup>(1)</sup>		300	D	\$23.8	763,336	D	
Common Stock	01/18/2012		s <sup>(1)</sup>		300	D	\$23.81	763,036	D	
Common Stock	01/18/2012		s <sup>(1)</sup>		400	D	\$23.83	762,636	D	
Common Stock	01/18/2012		s <sup>(1)</sup>		400	D	\$23.84	762,236	D	
Common Stock	01/18/2012		s <sup>(1)</sup>		1,390	D	\$23.85	760,846	D	
Common Stock	01/18/2012		s <sup>(1)</sup>		510	D	\$23.86	760,336	D	
Common Stock	01/18/2012		s <sup>(1)</sup>		100	D	\$23.87	760,236	D	

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

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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 (e.g., puts/calls, warrants, options, convertible securities) (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of 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 Underlying 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)
<b>Explanation of Responses:</b>											
1. This sale was made pursuant to a 10b5-1 trading plan adopted by the Reporting Person on May 26, 2011.											
				Code	V		Susan M. Ball, Attorney-in-fact for John J. Lipinski		01/20/2012		

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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