

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
Estimated average burden hours per response:	0.5

1. Name and Address of Reporting Person* <u>Morgan Edward</u> (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 <u>CVR ENERGY INC [CVI]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner Officer (give title below) Other (specify below) Chief Financial Officer
	3. Date of Earliest Transaction (Month/Day/Year) 07/15/2011	
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	07/15/2011		S ⁽¹⁾		100	D	\$26.01	138,519	D	
Common Stock	07/15/2011		S ⁽¹⁾		408	D	\$25.91	138,111	D	
Common Stock	07/15/2011		S ⁽¹⁾		200	D	\$25.89	137,911	D	
Common Stock	07/15/2011		S ⁽¹⁾		200	D	\$25.88	137,711	D	
Common Stock	07/15/2011		S ⁽¹⁾		300	D	\$25.87	137,411	D	
Common Stock	07/15/2011		S ⁽¹⁾		100	D	\$25.86	137,311	D	
Common Stock	07/15/2011		S ⁽¹⁾		100	D	\$25.85	137,211	D	
Common Stock	07/15/2011		S ⁽¹⁾		200	D	\$25.84	137,011	D	
Common Stock	07/15/2011		S ⁽¹⁾		813	D	\$25.83	136,198	D	
Common Stock	07/15/2011		S ⁽¹⁾		100	D	\$25.81	136,098	D	
Common Stock	07/15/2011		S ⁽¹⁾		900	D	\$25.8	135,198	D	
Common Stock	07/15/2011		S ⁽¹⁾		200	D	\$25.79	134,998	D	
Common Stock	07/15/2011		S ⁽¹⁾		92	D	\$25.78	134,906	D	
Common Stock	07/15/2011		S ⁽¹⁾		100	D	\$25.76	134,806	D	
Common Stock	07/16/2011		F		3,679 ⁽²⁾	D	\$26.24	131,127	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)
						Date Exercisable	Expiration Date					

Explanation of Responses:

- This sale was made pursuant to a 10b5-1 trading plan adopted by Mr. Morgan.
- Mr. Morgan was granted 41,725 shares of restricted common stock on July 16, 2010. This stock award vests in three annual installments. The first installment, consisting of 13,909 shares vested on July 16, 2011. Of this amount, 3,679 shares (the amount disclosed above) were purchased by the company to satisfy Mr. Morgan's tax withholding obligations.

/s/ Susan M. Ball, Attorney-in-fact 07/19/2011

** 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.