Dill Jeffrey
Form 3
December 13, 2012

FORM 3

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

OMB APPROVAL

OMB Number:	3235-0104
Expires:	January 31, 2005
Estimated average burden hours per response...	0.5

INITIAL STATEMENT OF 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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Â Dill Jeffrey
(Last) (First) (Middle)

ONE SYLVAN WAY,,Â SECOND FLOOR
(Street)

PARSIPPANY,Â NJÂ 07054
(City) (State) (Zip)

2. Date of Event Requiring Statement (Month/Day/Year)
12/13/2012

3. Issuer Name **and** Ticker or Trading Symbol
PBF Energy Inc. [PBF]

4. Relationship of Reporting Person(s) to Issuer
(Check all applicable)
_____ Director
_____ 10% Owner
__X__ Officer (give title below)
_____ Other (specify below)
General Counsel, SVP

5. If Amendment, Date Original Filed(Month/Day/Year)

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 Beneficially Owned

1.Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Class B Common Stock (1)	1	D	Â

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

SEC 1473 (7-02)

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

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
		Title			

	Date Exercisable	Expiration Date		Amount or Number of Shares		or Indirect (I) (Instr. 5)	
Series A Units of PBF Energy Company LLC	Â (2)	Â (2)	Class A Common Stock	29,114	$ (2)	D	Â
Employee Stock Options (right to buy)	Â (3)	12/12/2022	Class A Common Stock	20,000	$ 26	D	Â
Warrants to purchase Series A Units, PBF Energy Company LLC	Â (4)	06/01/2020	Class A Common Stock	4,200	$ 10	D	Â
Warrants to purchase Series A Units, PBF Energy Company LLC	Â (5)	12/17/2020	Class A Common Stock	1,500	$ 10	D	Â
Warrants to purchase Series A Units, PBF Energy Company LLC	Â (6)	03/01/2021	Class A Common Stock	2,000	$ 10	D	Â
Unit Options	Â (7)	03/04/2021	Class A Common Stock	30,000	$ 10	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Dill Jeffrey ONE SYLVAN WAY, SECOND FLOOR PARSIPPANY,Â NJÂ 07054	Â	Â	Â General Counsel, SVP	Â

Signatures

/s/Jeffrey Dill by Trecia Canty as Attorney-in-Fact	12/13/2012
**Signature of Reporting Person	Date

Explanation of Responses:

***** If the form is filed by more than one reporting person, *see* Instruction 5(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).

(1) The Class B Common Stock entitles the reporting person to one vote for each Series A Unit of PBF Energy Company LLC held by such reporting person.

(2) Pursuant to an exchange agreement the Series A Units of PBF Energy Company LLC are exchangeable at any time for shares of Class A Common Stock of PBF Energy Inc. on a one-for-one basis, subject to equitable adjustments for stock splits, stock dividends and reclassifications. As the reporting person exchanges the Series A Units of PBF Energy Company LLC for shares of Class A Common Stock of PBF Energy Inc. pursuant to the exchange agreement, the voting power afforded to the reporting person by his share of Class B Common Stock of PBF Energy Inc. will be automatically and correspondingly reduced.

(3) Represents options to purchase shares of Class A Common Stock. The options will vest in four equal annual installments beginning on 12/12/2013.

(4) Compensatory warrants to purchase Series A Units of PBF Energy Company LLC were granted to the reporting person on June 1, 2010, were fully vested at the time of grant and became fully exercisable at the time of the initial public offering of PBF Energy Inc. Pursuant to an exchange agreement the Series A Units of PBF Energy Company LLC are exchangeable at any time for shares of Class A Common Stock of PBF Energy Inc. on a one-for-one basis, subject to equitable adjustments for stock splits, stock dividends and reclassifications. As the reporting person exchanges the Series A Units of PBF Energy Company LLC for shares of Class A Common Stock of PBF Energy Inc. pursuant to the exchange agreement, the voting power afforded to the reporting person by his share of Class B Common Stock of PBF Energy Inc. will be automatically and correspondingly reduced.

(5) Compensatory warrants to purchase Series A Units of PBF Energy Company LLC were granted to the reporting person on December 17, 2010, were fully vested at the time of grant and became fully exercisable at the time of the initial public offering of PBF Energy Inc. Pursuant to an exchange agreement the Series A Units of PBF Energy Company LLC are exchangeable at any time for shares of Class A Common Stock of PBF Energy Inc. on a one-for-one basis,subject to equitable adjustments for stock splits, stock dividends and reclassifications. As the reporting person exchanges the Series A Units of PBF Energy Company LLC for shares of Class A Common Stock of PBF Energy Inc. pursuant to the exchange agreement, the voting power afforded to the reporting person by his share of Class B Common Stock of PBF Energy Inc. will be automatically and correspondingly reduced.

(6) Compensatory warrants to purchase Series A Units of PBF Energy Company LLC were granted to the reporting person on March 1, 2011, were fully vested at the time of grant and became fully exercisable at the time of the initial public offering of PBF Energy Inc. Pursuant to an exchange agreement the Series A Units of PBF Energy Company LLC are exchangeable at any time for shares of Class A Common Stock of PBF Energy Inc. on a one-for-one basis, subject to equitable adjustments for stock splits, stock dividends and reclassifications. As the reporting person exchanges the Series A Units of PBF Energy Company LLC for shares of Class A Common Stock of PBF Energy Inc. pursuant to the exchange agreement, the voting power afforded to the reporting person by his share of Class B Common Stock of PBF Energy Inc. will be automatically and correspondingly reduced.

(7) Represents options to purchase Series A Units of PBF Energy Company LLC. The options vest in three equal annual installments beginning on March 4, 2012. Pursuant to an exchange agreement the vested Series A Units of PBF Energy Company LLC are exchangeable at any time for shares of Class A Common Stock of PBF Energy Inc. on a one-for-one basis, subject to equitable adjustments for stock splits, stock dividends and reclassifications. As the reporting person exchanges the Series A Units of PBF Energy Company LLC for shares of Class A Common Stock of PBF Energy Inc. pursuant to the exchange agreement, the voting power afforded to the reporting person by his share of Class B Common Stock of PBF Energy Inc. will be automatically and correspondingly reduced.

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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