

CVR ENERGY INC
Form 4
January 19, 2011

FORM 4

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

OMB APPROVAL

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STATEMENT OF CHANGES IN 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 *
GOLDMAN SACHS GROUP INC

2. Issuer Name and Ticker or Trading Symbol
CVR ENERGY INC [CVI]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
200 WEST STREET
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
01/10/2011

____ Director 10% Owner
____ Officer (give title below) Other (specify below)

NEW YORK, NY 10282

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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) | (A) or (D) | 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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|------------|---|--|---|
| Common Stock | 01/10/2011 | | P | 200 | A | \$ 15.18 15,113,654 | I | See footnotes (1) (2) (3) |
| Common Stock | 01/10/2011 | | P | 200 | A | \$ 15.19 15,113,854 | I | See footnotes (1) (2) (3) |
| Common Stock | 01/10/2011 | | P | 400 | A | \$ 15.2 15,114,254 | I | See footnotes (1) (2) (3) |
| Common Stock | 01/10/2011 | | P | 1,200 | A | \$ 15.21 15,115,454 | I | See footnotes (1) (2) (3) |

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| | | | | | | | | |
|--------------|------------|---|-------|---|----------|------------|---|---------------------------|
| Common Stock | 01/10/2011 | P | 3,620 | A | \$ 15.22 | 15,119,074 | I | See footnotes (1) (2) (3) |
| Common Stock | 01/12/2011 | P | 2,533 | A | \$ 15.5 | 15,121,607 | I | See footnotes (1) (2) (3) |

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

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(9-02)

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 Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| GOLDMAN SACHS GROUP INC 200 WEST STREET NEW YORK, NY 10282 | | X | | |
| GOLDMAN SACHS & CO 200 WEST STREET NEW YORK, NY 10282 | | X | | |

Signatures

/s/ Yvette Kasic,
Attorney-in-fact

01/19/2011

__Signature of Reporting Person

Date

01/19/2011

/s/ Yvette Kosic,
Attorney-in-fact

__Signature of Reporting Person

Date

Explanation of Responses:

- * 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).

This statement is being filed by The Goldman Sachs Group, Inc. ("GS Group") and Goldman, Sachs & Co. ("Goldman Sachs" and together with GS Group, the "Reporting Persons"). Goldman Sachs is a wholly-owned subsidiary of GS Group. The Reporting Persons

- (1) disclaim beneficial ownership of all shares of Common Stock in excess of their pecuniary interest, if any, and this report shall not be deemed an admission that any such person or entity is the beneficial owner of, or has any pecuniary interest in, such securities for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or for any other purpose.

- (2) The shares of common stock, par value \$0.01 per share (the "Common Stock"), of CVR Energy, Inc. (the "Company") reported herein as indirectly purchased were beneficially owned directly by Goldman Sachs and indirectly by GS Group. Without admitting any legal obligation, Goldman Sachs or another wholly-owned subsidiary of GS Group will remit appropriate profits, if any, to the Company.

- (3) Goldman Sachs beneficially owns directly and GS Group may be deemed to beneficially own indirectly 8,353 shares of Common Stock. Goldman Sachs and GS Group may be deemed to beneficially own indirectly 15,113,254 shares of Common Stock that are beneficially owned directly by Coffeyville Acquisition II LLC ("CA II") through certain investment partnerships that are members of and own common units of CA II because (i) affiliates of Goldman Sachs and GS Group are the general partner, managing limited partner, managing partner, managing member or member of those investment partnerships and (ii) those investment partnerships control CA II and have the power to vote or dispose of the Common Stock owned by CA II.

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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