Lebovitz Scott L Form 4 November 29, 2010

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB** Number:

3235-0287

Expires:

January 31, 2005

0.5

Estimated average burden hours per

**OMB APPROVAL** 

10% Owner

response...

if no longer subject to Section 16. Form 4 or Form 5

Check this box

obligations may continue.

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

1(b).

(Last)

(Print or Type Responses)

See Instruction

1. Name and Address of Reporting Person \* Lebovitz Scott L

(First)

(Street)

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

(Middle)

CVR ENERGY INC [CVI] 3. Date of Earliest Transaction

(Check all applicable)

C/O GOLDMAN, SACHS & CO, 200 WEST STREET

Officer (give title Other (specify below)

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

(Month/Day/Year)

11/24/2010

6. Individual or Joint/Group Filing(Check Applicable Line)

X\_ Director

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

NEW YORK, NY 10282

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

Price

10.2394

or

(D)

1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	Code	4. Securities Acquired (A) or or Disposed of (D) (Instr. 3, 4 and 5)
				(A)

Owned Direct (D) or Indirect Following Reported (I) Transaction(s) (Instr. 4)

Ownership

Form:

(Instr. 3 and 4)

5. Amount of

Securities

Beneficially

Common 11/24/2010 Stock

S 8,943,842

Amount

Code V

15,113,454

See footnotes (1) (2) (3)

7. Nature of

Indirect

Beneficial

Ownership

(Instr. 4)

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

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SEC 1474 (9-02)

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

#### Edgar Filing: Lebovitz Scott L - Form 4

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Titl	le and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	onNumber	Expiration D	ate	Amou	int of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Secur	ities	(Instr. 5)	Bene
	Derivative				Securities	3		(Instr.	3 and 4)		Own
	Security				Acquired						Follo
					(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									Amount		
									Amount		
						Date	Expiration	T:41-	or Namel		
						Exercisable	Date	Title	Number		
				Codo V	(A) (D)				of Shares		
				Code v	(A) (I))				Shares		

# **Reporting Owners**

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
Lebovitz Scott L C/O GOLDMAN, SACHS & CO 200 WEST STREET NEW YORK, NY 10282	X					

# **Signatures**

/s/ Yvette Kosic, 11/29/2010 Attorney-in-fact

\*\*Signature of Reporting Person Date

### **Explanation of Responses:**

the Common Stock owned by CA II.

- 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).
- The Reporting Person is a managing director of Goldman, Sachs & Co. ("Goldman Sachs"). Goldman Sachs is a wholly-owned subsidiary of The Goldman Sachs Group, Inc. ("GS Group"). The Reporting Person disclaims beneficial ownership of the securities reported herein except to the extent of his pecuniary interest therein, if any.
- Pursuant to an underwriting agreement, dated November 18, 2010, and in connection with the registered public offering of shares of common stock, par value \$0.01 per share (the "Common Stock") of CVR Energy, Inc. (the "Company"), pursuant to the final prospectus filed by the Company on November 22, 2010, which offering was consummated on November 24, 2010, Coffeyville Acquisition II LLC ("CA II") sold 8,943,842 shares of Common Stock.
  - Goldman Sachs beneficially owns directly and GS Group may be deemed to beneficially own indirectly 200 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 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

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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