

Delek US Holdings, Inc.
Form 4
February 04, 2013

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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 *
Yemin Ezra Uzi

(Last) (First) (Middle)
7102 COMMERCE WAY
(Street)

BRENTWOOD, TN 37027

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
Delek US Holdings, Inc. [DK]

3. Date of Earliest Transaction
(Month/Day/Year)
01/31/2013

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
Chairman / President / CEO

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

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 or Price | | |
| Common Stock | 01/31/2013 | | M | | 112,000 (1) | A | \$ 14.8 616,845 D |
| Common Stock | 01/31/2013 | | F | | 70,991 (1) | D | \$ 33.97 545,854 D |
| Common Stock | 01/31/2013 | | M | | 22,400 (2) | A | \$ 15.6 568,254 D |
| Common Stock | 01/31/2013 | | F | | 15,369 (2) | D | \$ 33.97 552,885 D |

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) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|----------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount Number Shares |
| Stock Appreciation Right | \$ 14.8 | 01/31/2013 | | M | 112,000 | (3) (4) | | Common Stock | 112,000 |
| Stock Appreciation Right | \$ 15.6 | 01/31/2013 | | M | 22,400 | (5) (4) | | Common Stock | 22,400 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|----------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Yemin Ezra Uzi 7102 COMMERCE WAY BRENTWOOD, TN 37027 | X | | Chairman / President / CEO | |

Signatures

/s/ Ezra Uzi
Yemin
02/04/2013

**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).
- (1) 41,009 shares of Common Stock were issued to Mr. Yemin in connection with the net share settlement of 112,000 stock appreciation rights ("SARs"). 70,991 shares of Common Stock were withheld as a partial cashless exercise and to pay withholding taxes.
 - (2) 7,031 shares of Common Stock were issued to Mr. Yemin in connection with the net share settlement of 22,400 SARs. 15,369 shares of Common Stock were withheld as a partial cashless exercise and to pay withholding taxes.
 - (3) The SARs vested ratably on the last day of each calendar month beginning February 29, 2012 through December 31, 2012.
 - (4) The SARs terminate upon the earlier of (a) the one year anniversary of termination of employment or (b) October 31, 2014.

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(5) The SARs vest ratably on the last day of each calendar month beginning January 31, 2013 through October 31, 2013.

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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