Lebovitz Scott L Form 4 February 10, 2011

FORM 4

Form 4 or

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

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

(Print or Type Responses)

1(b).

(Last)

(City)

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

(First)

(State)

C/O GOLDMAN, SACHS &

CO, 200 WEST STREET

2. Issuer Name and Ticker or Trading Symbol

CVR ENERGY INC [CVI]

3. Date of Earliest Transaction

(Month/Day/Year) 02/08/2011

(Street) 4. If Amendment, Date Original

(Middle)

(Zip)

Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to

OMB

Number:

Expires:

response...

Estimated average

burden hours per

OMB APPROVAL

3235-0287

January 31,

2005

0.5

Issuer

(Check all applicable)

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

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

X Form filed by One Reporting Person Form filed by More than One Reporting

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

NEW YORK, NY 10282

1.Title of 2. Transaction Date 2A. Deemed 7. Nature of 3. 4. Securities Acquired (A) or 5. Amount of TransactionDisposed of (D) Security (Month/Day/Year) Execution Date, if Securities Ownership Indirect (Instr. 3) Code (Instr. 3, 4 and 5) Beneficially Form: Beneficial (Month/Day/Year) (Instr. 8) Owned Direct (D) Ownership or Indirect Following (Instr. 4) Reported (I) (A) Transaction(s) (Instr. 4)

or (Instr. 3 and 4)

Code V (D) Amount Price

See Common footnotes S 15,113,254 D 02/08/2011 I 8,353 (1) (2) (3) Stock (4)

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

Persons who respond to the collection of **SEC 1474** information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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

(9-02)

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1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title	e and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orNumber	Expiration D	ate	Amou	nt 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		Securi	ties	(Instr. 5)	Bene
	Derivative				Securities			(Instr.	3 and 4)		Owne
	Security				Acquired						Follo
	·				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						`
					4, and 5)						
					, ,						
									Amount		
						Date Exercisable	Expiration Date	Title No	or		
									Number		
									of		
				Code V	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships						
·r·	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, Attorney-in-Fact 02/10/2011

**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).
- The Reporting Person is a managing director of Goldman, Sachs & Co. ("Goldman Sachs"). Goldman Sachs is a wholly-owned (1) 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 February 2, 2011, 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 February 4, 2011, which offering was consummated on February 8, 2011, Coffeyville Acquisition II LLC ("CA II") sold 15,113,254 shares of Common Stock, which represented all of the Common Stock that CAII owned.
 - Goldman Sachs and GS Group may be deemed to have beneficially owned indirectly, through certain investment partnerships that are members of and own common units of CA II, the shares of Common Stock that were sold by CA II because (i) affiliates of Goldman
- (3) 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 had the power to vote and dispose of the Common Stock owned by CA II.
- (4) Goldman Sachs beneficially owns directly and GS Group may be deemed to beneficially own indirectly 8,353 shares of Common Stock. 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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