

Delek US Holdings, Inc.
Form 4
August 09, 2012

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 *
Green Frederec

(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)
08/07/2012

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)

Executive Vice President

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	(A) or (D)	Price	
Common Stock	08/07/2012		M ⁽¹⁾		14,889	A	\$ 9.17 254,889	D
Common Stock	08/07/2012		S ⁽¹⁾		14,889	D	\$ 22 240,000	D
Common Stock	08/07/2012		M ⁽¹⁾		715	A	\$ 9.17 240,715	D
Common Stock	08/07/2012		S ⁽¹⁾		715	D	\$ 22 240,000	D
Common Stock	08/07/2012		M ⁽¹⁾		3,307	A	\$ 9.17 243,307	D

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Common Stock	08/07/2012	<u>S</u> ⁽¹⁾	3,307	D	\$ 22	240,000	D
Common Stock	08/07/2012	<u>M</u> ⁽¹⁾	1,089	A	\$ 9.17	241,089	D
Common Stock	08/07/2012	<u>S</u> ⁽¹⁾	1,089	D	\$ 22	240,000	D
Common Stock	08/08/2012	<u>M</u> ⁽¹⁾	15,970	A	\$ 9.17	255,970	D
Common Stock	08/08/2012	<u>S</u> ⁽¹⁾	15,970	D	\$ 24	240,000	D
Common Stock	08/08/2012	<u>M</u> ⁽¹⁾	1,088	A	\$ 9.17	241,088	D
Common Stock	08/08/2012	<u>S</u> ⁽¹⁾	1,088	D	\$ 24	240,000	D
Common Stock	08/08/2012	<u>M</u> ⁽¹⁾	504	A	\$ 9.17	240,504	D
Common Stock	08/08/2012	<u>S</u> ⁽¹⁾	504	D	\$ 24	240,000	D
Common Stock	08/08/2012	<u>M</u> ⁽¹⁾	813	A	\$ 9.17	240,813	D
Common Stock	08/08/2012	<u>S</u> ⁽¹⁾	813	D	\$ 24	240,000	D
Common Stock	08/08/2012	<u>M</u> ⁽¹⁾	1,625	A	\$ 14.25	241,625	D
Common Stock	08/08/2012	<u>F</u> ⁽¹⁾	1,140	D	\$ 24	240,485	D
Common Stock	08/08/2012	<u>S</u> ⁽¹⁾	485	D	\$ 24	240,000	D
Common Stock	08/09/2012	<u>M</u> ⁽¹⁾	3,250	A	\$ 6.98	243,250	D
Common Stock	08/09/2012	<u>F</u> ⁽¹⁾	1,502	D	\$ 26	241,748	D
Common Stock	08/09/2012	<u>S</u> ⁽¹⁾	1,748	D	\$ 26	240,000	D
Common Stock	08/09/2012	<u>M</u> ⁽¹⁾	14,141	A	\$ 9.17	254,141	D
Common Stock	08/09/2012	<u>S</u> ⁽¹⁾	14,141	D	\$ 26	240,000	D

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

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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 Security (Instr. 3 and 4)	Amount or Number of Shares
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
Employee Stock Option (Right to Buy)	\$ 9.17	08/07/2012 ⁽¹⁾		M	14,889	⁽²⁾	06/10/2019	Common Stock	14,889
Employee Stock Option (Right to Buy)	\$ 9.17	08/07/2012 ⁽¹⁾		M	715	⁽³⁾	06/10/2017	Common Stock	715
Employee Stock Option (Right to Buy)	\$ 9.17	08/07/2012 ⁽¹⁾		M	3,307	05/09/2010	05/09/2016	Common Stock	3,307
Employee Stock Option (Right to Buy)	\$ 9.17	08/07/2012 ⁽¹⁾		M	1,089	⁽⁴⁾	06/10/2018	Common Stock	1,089
Employee Stock Option (Right to Buy)	\$ 9.17	08/08/2012 ⁽¹⁾		M	15,970	⁽²⁾	06/10/2019	Common Stock	15,970
Employee Stock Option (Right to Buy)	\$ 9.17	08/08/2012 ⁽¹⁾		M	1,088	⁽⁴⁾	06/10/2018	Common Stock	1,088
Employee Stock Option (Right to Buy)	\$ 9.17	08/08/2012 ⁽¹⁾		M	504	06/10/2011	06/10/2017	Common Stock	504
Employee Stock Option	\$ 9.17	08/08/2012 ⁽¹⁾		M	813	06/10/2012	06/10/2018	Common Stock	813

(Right to Buy)

Stock

Appreciation Right	\$ 14.25	08/08/2012 ⁽¹⁾	M	1,625	<u>(5)</u>	06/10/2021	Common Stock	1,6
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Stock

Appreciation Right	\$ 6.98	08/09/2012 ⁽¹⁾	M	3,250	<u>(6)</u>	06/10/2020	Common Stock	3,2
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Employee

Stock Option (Right to Buy)	\$ 9.17	08/09/2012 ⁽¹⁾	M	14,141	<u>(2)</u>	06/10/2019	Common Stock	14,1
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Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Green Frederec
7102 COMMERCE WAY
BRENTWOOD, TN 37027

Executive Vice President

Signatures

/s/ Frederec
Green

08/09/2012

**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) This transaction was made pursuant to a Rule 10b5-1 plan that the reporting person entered into on May 10, 2012.
- (2) The option vests ratably on the first four anniversaries of June 10, 2009.
- (3) The option vested with respect to 1,430 shares of Common Stock on December 10, 2009 and with respect to 715 shares of Common Stock on June 10, 2010.
- (4) The option vested with respect to 1,089 shares of Common Stock on each of December 10, 2009 and June 10, 2010 and with respect to 1,088 shares of Common Stock on June 10, 2011.
- (5) The stock appreciation right vests ratably on the first four anniversaries of June 10, 2011.
- (6) The stock appreciation right vests ratably on the first four anniversaries of June 10, 2010.

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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