

Delek US Holdings, Inc.
Form 4
June 12, 2013

FORM 4

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Thomas Kent B

(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)
06/10/2013

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

EVP / General Counsel

6. Individual or Joint/Group Filing(Check
Applicable Line)
X 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 | 06/10/2013 | | M | | 1,625 | A | \$ 9.17 | 77,649 | D | |
| Common Stock | 06/10/2013 | | M | | 1,625 | A | \$ 6.98 | 79,274 | D | |
| Common Stock | 06/10/2013 | | F | | 682 | D | \$ 34.82 | 78,592 | D | |
| Common Stock | 06/10/2013 | | M | | 1,625 | A | \$ 14.25 | 80,217 | D | |
| Common Stock | 06/10/2013 | | F | | 928 | D | \$ 34.84 | 79,289 | D | |

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| | | | | | | | |
|--------------|------------|---|-------|---|--------------------------|--------|---|
| Common Stock | 06/10/2013 | S | 3,265 | D | \$ <u>(1)</u> 34.8312 | 76,024 | D |
| Common Stock | 06/10/2013 | F | 1,435 | D | \$ 34.75 | 74,589 | D |

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)

| 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 (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 or Number of Shares |
| Employee Stock Option (Right to Buy) | \$ 9.17 | 06/10/2013 | | M | | 1,625 | | <u>(2)</u> | 06/10/2019 | Common Stock | 1,625 |
| Stock Appreciation Right | \$ 6.98 | 06/10/2013 | | M | | 1,625 | | <u>(3)</u> | 06/10/2020 | Common Stock | 1,625 |
| Stock Appreciation Right | \$ 14.25 | 06/10/2013 | | M | | 1,625 | | <u>(4)</u> | 06/10/2021 | Common Stock | 1,625 |

Reporting Owners

| Reporting Owner Name / Address | Relationships |
|---|----------------------------------|
| | Director 10% Owner Officer Other |
| Thomas Kent B 7102 COMMERCE WAY BRENTWOOD, TN 37027 | EVP / General Counsel |

Signatures

/s/ Kent B.
Thomas

06/12/2013

__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).

The price reflects the weighted average sale price of multiple transactions ranging from a low sale price of \$34.8101 per share to a high

- (1) sale price of \$34.865 per share. Upon the written request of the SEC staff, the issuer or a security holder of the issuer, the reporting person agrees to provide the number of shares sold at each sale price.
- (2) The stock option vested ratably on the first four anniversaries of June 10, 2009.
- (3) The stock appreciation right vests ratably on the first four anniversaries of June 10, 2010.
- (4) The stock appreciation right vests ratably on the first four anniversaries of June 10, 2011.

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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