

Delek US Holdings, Inc.
Form 4
August 03, 2012

FORM 4

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

OMB APPROVAL

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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 *
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)
08/02/2012

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)
General Counsel / Secretary

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | 08/02/2012 | | M ⁽¹⁾ | | 3,250 | A | \$ 9.17 |
| Common Stock | 08/02/2012 | | S ⁽¹⁾ | | 3,250 | D | \$ 20 |
| Common Stock | 08/02/2012 | | M ⁽¹⁾ | | 8,125 | A | \$ 9.17 |
| Common Stock | 08/02/2012 | | S ⁽¹⁾ | | 8,125 | D | \$ 20 |
| Common Stock | 08/02/2012 | | M ⁽¹⁾ | | 1,956 | A | \$ 9.17 |

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| | | | | | | | |
|--------------|------------|-------------------------|--------|---|---------|---------|---|
| Common Stock | 08/02/2012 | <u>S</u> ⁽¹⁾ | 1,956 | D | \$ 20 | 100,924 | D |
| Common Stock | 08/02/2012 | <u>M</u> ⁽¹⁾ | 504 | A | \$ 9.17 | 101,428 | D |
| Common Stock | 08/02/2012 | <u>S</u> ⁽¹⁾ | 504 | D | \$ 20 | 100,924 | D |
| Common Stock | 08/03/2012 | <u>M</u> ⁽¹⁾ | 10,379 | A | \$ 9.17 | 111,303 | D |
| Common Stock | 08/03/2012 | <u>S</u> ⁽¹⁾ | 10,379 | D | \$ 21 | 100,924 | D |
| Common Stock | 08/03/2012 | <u>M</u> ⁽¹⁾ | 3,266 | A | \$ 9.17 | 104,190 | D |
| Common Stock | 08/03/2012 | <u>S</u> ⁽¹⁾ | 3,266 | D | \$ 21 | 100,924 | D |
| Common Stock | 08/03/2012 | <u>M</u> ⁽¹⁾ | 189 | A | \$ 9.17 | 101,113 | D |
| Common Stock | 08/03/2012 | <u>S</u> ⁽¹⁾ | 189 | D | \$ 21 | 100,924 | 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 or Number of Shares |
| Employee Stock Option (Right to Buy) | \$ 9.17 | 08/02/2012 ⁽¹⁾ | | M | 3,250 | ⁽²⁾ | 06/10/2019 | Common Stock | 3,250 |
| Employee Stock | \$ 9.17 | 08/02/2012 ⁽¹⁾ | | M | 8,125 | 05/09/2010 | 05/09/2016 | Common Stock | 8,125 |

Option
(Right to
Buy)

Employee
Stock

| | | | | | | | | |
|-----------------------------|---------|---------------------------|---|-------|----------------|------------|-----------------|-------|
| Option (Right to Buy) | \$ 9.17 | 08/02/2012 ⁽¹⁾ | M | 1,956 | ⁽³⁾ | 06/10/2017 | Common Stock | 1,956 |
|-----------------------------|---------|---------------------------|---|-------|----------------|------------|-----------------|-------|

Employee
Stock

| | | | | | | | | |
|-----------------------------|---------|---------------------------|---|-----|------------|------------|-----------------|-----|
| Option (Right to Buy) | \$ 9.17 | 08/02/2012 ⁽¹⁾ | M | 504 | 06/10/2011 | 06/10/2017 | Common Stock | 504 |
|-----------------------------|---------|---------------------------|---|-----|------------|------------|-----------------|-----|

Employee
Stock

| | | | | | | | | |
|-----------------------------|---------|---------------------------|---|--------|------------|------------|-----------------|--------|
| Option (Right to Buy) | \$ 9.17 | 08/03/2012 ⁽¹⁾ | M | 10,379 | 12/10/2009 | 05/09/2016 | Common Stock | 10,379 |
|-----------------------------|---------|---------------------------|---|--------|------------|------------|-----------------|--------|

Employee
Stock

| | | | | | | | | |
|-----------------------------|---------|---------------------------|---|-------|----------------|------------|-----------------|-------|
| Option (Right to Buy) | \$ 9.17 | 08/03/2012 ⁽¹⁾ | M | 3,266 | ⁽⁴⁾ | 06/10/2018 | Common Stock | 3,266 |
|-----------------------------|---------|---------------------------|---|-------|----------------|------------|-----------------|-------|

Employee
Stock

| | | | | | | | | |
|-----------------------------|---------|---------------------------|---|-----|----------------|------------|-----------------|-----|
| Option (Right to Buy) | \$ 9.17 | 08/03/2012 ⁽¹⁾ | M | 189 | ⁽³⁾ | 06/10/2017 | Common Stock | 189 |
|-----------------------------|---------|---------------------------|---|-----|----------------|------------|-----------------|-----|

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Thomas Kent B
7102 COMMERCE WAY
BRENTWOOD, TN 37027

General Counsel / Secretary

Signatures

/s/ Kent B.
Thomas 08/03/2012

 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.

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