

Delek US Holdings, Inc.
Form 4
June 12, 2009

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)
06/10/2009

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)

General Counsel / Secretary

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	(D)	Price

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	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities Acquired	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount Underlying Security (Instr. 3 and 4)
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8) Code	(A) or Disposed of (D) (Instr. 3, 4, and 5)		Date Exercisable	Expiration Date	Title	Amount or Number of Shares
				(A)	(D)				
Employee Stock Option (Right to Buy)	\$ 9.17	06/10/2009	A	6,500		<u>(1)</u>	06/10/2019	Common Stock	6,500
Employee Stock Option (Right to Buy)	\$ 16	06/10/2009	D		32,500	<u>(2)</u>	05/09/2016	Common Stock	32,500
Employee Stock Option (Right to Buy)	\$ 21	06/10/2009	D		16,250	05/09/2010	05/09/2016	Common Stock	16,250
Employee Stock Option (Right to Buy)	\$ 23.5	06/10/2009	D		4,875	<u>(5)</u>	06/10/2017	Common Stock	4,875
Employee Stock Option (Right to Buy)	\$ 32.9	06/10/2009	D		1,625	06/10/2011	06/10/2017	Common Stock	1,625
Employee Stock Option (Right to Buy)	\$ 16	06/10/2009	D		4,875	<u>(8)</u>	06/10/2018	Common Stock	4,875
Employee Stock Option (Right to Buy)	\$ 21	06/10/2009	D		1,625	06/10/2012	06/10/2018	Common Stock	1,625
Employee Stock Option (Right to Buy)	\$ 9.17	06/10/2009	A	21,775		12/10/2009	05/09/2016	Common Stock	21,775

Employee Stock Option (Right to Buy)	\$ 9.17	06/10/2009	A	8,125	05/09/2010	05/09/2016	Common Stock	8
Employee Stock Option (Right to Buy)	\$ 9.17	06/10/2009	A	2,145	<u>(13)</u>	06/10/2017	Common Stock	2
Employee Stock Option (Right to Buy)	\$ 9.17	06/10/2009	A	504	06/10/2011	06/10/2017	Common Stock	5
Employee Stock Option (Right to Buy)	\$ 9.17	06/10/2009	A	3,266	<u>(16)</u>	06/10/2018	Common Stock	3
Employee Stock Option (Right to Buy)	\$ 9.17	06/10/2009	A	813	06/10/2012	06/10/2018	Common Stock	8

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

06/12/2009

**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) The option vests ratably on the first four anniversaries of June 10, 2009.
- (2) The option vests ratably on the first three anniversaries of May 9, 2006.
- (3) Exchanged for options to purchase 21,775 shares of Common Stock at \$9.17 per share (reported below).

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- (4) Exchanged for options to purchase 8,125 shares of Common Stock at \$9.17 per share (reported below).
- (5) The option vests ratably on the first three anniversaries of June 10, 2007.
- (6) Exchanged for options to purchase 2,145 shares of Common Stock at \$9.17 per share (reported below).
- (7) Exchanged for options to purchase 504 shares of Common Stock at \$9.17 per share (reported below).
- (8) The option vests ratably on the first three anniversaries of June 10, 2008.
- (9) Exchanged for options to purchase 3,266 shares of Common Stock at \$9.17 per share (reported below).
- (10) Exchanged for options to purchase 813 shares of Common Stock at \$9.17 per share (reported below).
- (11) Received in exchange for options to purchase 32,500 shares of Common Stock at \$16.00 per share (reported above).
- (12) Received in exchange for options to purchase 16,250 shares of Common Stock at \$21.00 per share (reported above).
- (13) The option vests 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.
- (14) Received in exchange for options to purchase 4,875 shares of Common Stock at \$23.50 per share (reported above).
- (15) Received in exchange for options to purchase 1,625 shares of Common Stock at \$32.90 per share (reported above).
- (16) The option vests 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.
- (17) Received in exchange for options to purchase 4,875 shares of Common Stock at \$16.00 per share (reported above).
- (18) Received in exchange for options to purchase 1,625 shares of Common Stock at \$21.00 per share (reported above).

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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