

Delek US Holdings, Inc.

Form 4

August 10, 2012

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 *
Yemin Ezra Uzi

(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)
08/08/2012

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)

President / CEO

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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	08/08/2012		M	(A) or (D) Amount (1) 640,440	Price \$ 8.57	1,284,449	D
Common Stock	08/08/2012		F	(A) or (D) Amount (1) 379,077	\$ 23.95	905,372	D
Common Stock	08/08/2012		M	(A) or (D) Amount (2) 246,400	\$ 12.4	1,151,772	D
Common Stock	08/08/2012		F	(A) or (D) Amount (2) 170,886	\$ 23.95	980,886	D
Common Stock	08/08/2012		M	(A) or (D) Amount (3) 246,400	\$ 13.2	1,227,286	D

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Common Stock	08/08/2012	F	176,116 (3)	D	\$ 23.95	1,051,170	D
Common Stock	08/08/2012	M	246,400 (4)	A	\$ 14	1,297,570	D
Common Stock	08/08/2012	F	181,347 (4)	D	\$ 23.95	1,116,223	D
Common Stock	08/08/2012	M	134,400 (5)	A	\$ 14.8	1,250,623	D
Common Stock	08/08/2012	F	101,769 (5)	D	\$ 23.95	1,148,854	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 Number Shares
Stock Appreciation Right	\$ 8.57	08/08/2012		M	640,440	(6) (7)	Common Stock 640,4
Stock Appreciation Right	\$ 12.4	08/08/2012		M	246,400	03/31/2010 (7)	Common Stock 246,4
Stock Appreciation Right	\$ 13.2	08/08/2012		M	246,400	(8) (7)	Common Stock 246,4
Stock Appreciation Right	\$ 14	08/08/2012		M	246,400	(9) (7)	Common Stock 246,4
Stock Appreciation Right	\$ 14.8	08/08/2012		M	134,400	(10) (7)	Common Stock 134,4

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Yemin Ezra Uzi 7102 COMMERCE WAY BRENTWOOD, TN 37027	X		President / CEO	

Signatures

/s/ Ezra Uzi
Yemin

08/10/2012

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) 261,363 shares of Common Stock were issued to Mr. Yemin in connection with the net share settlement of 640,440 stock appreciation rights ("SARs"). 379,077 shares of Common Stock were withheld as a partial cashless exercise and to pay withholding taxes.
- (2) 75,514 shares of Common Stock were issued to Mr. Yemin in connection with the net share settlement of 246,400 SARs. 170,886 shares of Common Stock were withheld as a partial cashless exercise and to pay withholding taxes.
- (3) 70,284 shares of Common Stock were issued to Mr. Yemin in connection with the net share settlement of 246,400 SARs. 176,116 shares of Common Stock were withheld as a partial cashless exercise and to pay withholding taxes.
- (4) 65,053 shares of Common Stock were issued to Mr. Yemin in connection with the net share settlement of 246,400 SARs. 181,347 shares of Common Stock were withheld as a partial cashless exercise and to pay withholding taxes.
- (5) 32,631 shares of Common Stock were issued to Mr. Yemin in connection with the net share settlement of 134,400 SARs. 101,769 shares of Common Stock were withheld as a partial cashless exercise and to pay withholding taxes.
- (6) 391,380 of the SARs vested on March 31, 2010 and the balance of the SARs vested ratably on the last day of each calendar month beginning April 30, 2010 and ending October 31, 2010.
- (7) The SARs terminate upon the earlier of (a) the one year anniversary of termination of employment or (b) October 31, 2014.
- (8) The SARs vested ratably on the last day of each calendar month beginning April 30, 2010 and ending February, 28, 2011.
- (9) The SARs vested ratably on the last day of each calendar month beginning March 31, 2011 and ending January 31, 2012.
- (10) The SARs vest ratably on the last day of each calendar month beginning February 29, 2012 and ending December 31, 2012.

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