

Delek US Holdings, Inc.

Form 4

August 18, 2015

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 *
Miller Anthony L.

(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)
08/17/2015

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)

Executive Vice President

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) |
|---------------------------------------|---|---|--------------------------------------|---|--|---|---|
| Common Stock | 08/17/2015 | | M | 3,625 | A \$ 8.32 | 3,625 | D |
| Common Stock | 08/17/2015 | | S | 3,625 | D \$ (1) 35.3573 | 0 | D |
| Common Stock | 08/17/2015 | | M | 1,625 | A \$ 14.25 | 1,625 | D |
| Common Stock | 08/17/2015 | | F | 910 | D \$ 35.54 | 715 | D |
| Common Stock | 08/17/2015 | | S | 715 | D \$ 35.526 | 0 | D |

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| | | | | | | | |
|--------------|------------|---|-------|---|----------------------|-------|---|
| Common Stock | 08/17/2015 | M | 1,625 | A | \$ 16.21 | 1,625 | D |
| Common Stock | 08/17/2015 | F | 976 | D | \$ 35.52 | 649 | D |
| Common Stock | 08/17/2015 | S | 649 | D | \$ 35.4366 (2) | 0 | 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) | \$ 8.32 | 08/17/2015 | | M | | 3,625 | | 09/10/2013 | 09/10/2019 | Common Stock | 3,625 |
| Stock Appreciation Right | \$ 14.25 | 08/17/2015 | | M | | 1,625 | | 06/10/2015 | 06/10/2021 | Common Stock | 1,625 |
| Stock Appreciation Right | \$ 16.21 | 08/17/2015 | | M | | 1,625 | | <u>(3)</u> | 06/10/2022 | Common Stock | 1,625 |

Reporting Owners

| Reporting Owner Name / Address | Relationships |
|--|----------------------------------|
| | Director 10% Owner Officer Other |
| Miller Anthony L. 7102 COMMERCE WAY | Executive Vice President |

BRENTWOOD, TN 37027

Signatures

/s/ Anthony L.
Miller

08/18/2015

**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 \$35.33 per share to a high sale price of \$35.40 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.
 - (1) The price reflects the weighted average sale price of a sale of 549 shares at \$35.4378 per share and 100 shares at \$35.40 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 appreciation right vested with respect to 1,625 shares on June 10, 2015 and will vest with respect to 1,625 shares on June 10, 2016.
 - (3)

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.