

Delek US Holdings, Inc.  
Form 4  
August 09, 2012

**FORM 4**

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Green Frederec

(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)  
08/07/2012

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)

Executive Vice President

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                    | 08/07/2012                           |  | M <sup>(1)</sup>               |   | 14,889  | A  | \$ 9.17 254,889                   | D |
| Common Stock                    | 08/07/2012                           |  | S <sup>(1)</sup>               |   | 14,889  | D  | \$ 22 240,000                     | D |
| Common Stock                    | 08/07/2012                           |  | M <sup>(1)</sup>               |   | 715   | A  | \$ 9.17 240,715                   | D |
| Common Stock                    | 08/07/2012                           |  | S <sup>(1)</sup>               |   | 715   | D  | \$ 22 240,000                     | D |
| Common Stock                    | 08/07/2012                           |  | M <sup>(1)</sup>               |   | 3,307   | A  | \$ 9.17 243,307                   | D |

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|              |            |                         |        |   |          |         |   |
|--------------|------------|-------------------------|--------|---|----------|---------|---|
| Common Stock | 08/07/2012 | <u>S</u> <sup>(1)</sup> | 3,307  | D | \$ 22    | 240,000 | D |
| Common Stock | 08/07/2012 | <u>M</u> <sup>(1)</sup> | 1,089  | A | \$ 9.17  | 241,089 | D |
| Common Stock | 08/07/2012 | <u>S</u> <sup>(1)</sup> | 1,089  | D | \$ 22    | 240,000 | D |
| Common Stock | 08/08/2012 | <u>M</u> <sup>(1)</sup> | 15,970 | A | \$ 9.17  | 255,970 | D |
| Common Stock | 08/08/2012 | <u>S</u> <sup>(1)</sup> | 15,970 | D | \$ 24    | 240,000 | D |
| Common Stock | 08/08/2012 | <u>M</u> <sup>(1)</sup> | 1,088  | A | \$ 9.17  | 241,088 | D |
| Common Stock | 08/08/2012 | <u>S</u> <sup>(1)</sup> | 1,088  | D | \$ 24    | 240,000 | D |
| Common Stock | 08/08/2012 | <u>M</u> <sup>(1)</sup> | 504    | A | \$ 9.17  | 240,504 | D |
| Common Stock | 08/08/2012 | <u>S</u> <sup>(1)</sup> | 504    | D | \$ 24    | 240,000 | D |
| Common Stock | 08/08/2012 | <u>M</u> <sup>(1)</sup> | 813    | A | \$ 9.17  | 240,813 | D |
| Common Stock | 08/08/2012 | <u>S</u> <sup>(1)</sup> | 813    | D | \$ 24    | 240,000 | D |
| Common Stock | 08/08/2012 | <u>M</u> <sup>(1)</sup> | 1,625  | A | \$ 14.25 | 241,625 | D |
| Common Stock | 08/08/2012 | <u>F</u> <sup>(1)</sup> | 1,140  | D | \$ 24    | 240,485 | D |
| Common Stock | 08/08/2012 | <u>S</u> <sup>(1)</sup> | 485    | D | \$ 24    | 240,000 | D |
| Common Stock | 08/09/2012 | <u>M</u> <sup>(1)</sup> | 3,250  | A | \$ 6.98  | 243,250 | D |
| Common Stock | 08/09/2012 | <u>F</u> <sup>(1)</sup> | 1,502  | D | \$ 26    | 241,748 | D |
| Common Stock | 08/09/2012 | <u>S</u> <sup>(1)</sup> | 1,748  | D | \$ 26    | 240,000 | D |
| Common Stock | 08/09/2012 | <u>M</u> <sup>(1)</sup> | 14,141 | A | \$ 9.17  | 254,141 | D |
| Common Stock | 08/09/2012 | <u>S</u> <sup>(1)</sup> | 14,141 | D | \$ 26    | 240,000 | D |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

**Persons who respond to the collection of information contained in this form are not**

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required to respond unless the form displays a currently valid OMB control number.

**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 Security (Instr. 3 and 4) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|-----------------|---|----------------------------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date | Title   |                            |
| Employee Stock Option (Right to Buy)       | \$ 9.17  | 08/07/2012 <sup>(1)</sup>            |  | M                              | 14,889  | <sup>(2)</sup>   | 06/10/2019      | Common Stock  | 14,889                     |
| Employee Stock Option (Right to Buy)       | \$ 9.17  | 08/07/2012 <sup>(1)</sup>            |  | M                              | 715   | <sup>(3)</sup>   | 06/10/2017      | Common Stock  | 715                        |
| Employee Stock Option (Right to Buy)       | \$ 9.17  | 08/07/2012 <sup>(1)</sup>            |  | M                              | 3,307   | 05/09/2010   | 05/09/2016      | Common Stock  | 3,307                      |
| Employee Stock Option (Right to Buy)       | \$ 9.17  | 08/07/2012 <sup>(1)</sup>            |  | M                              | 1,089   | <sup>(4)</sup>   | 06/10/2018      | Common Stock  | 1,089                      |
| Employee Stock Option (Right to Buy)       | \$ 9.17  | 08/08/2012 <sup>(1)</sup>            |  | M                              | 15,970  | <sup>(2)</sup>   | 06/10/2019      | Common Stock  | 15,970                     |
| Employee Stock Option (Right to Buy)       | \$ 9.17  | 08/08/2012 <sup>(1)</sup>            |  | M                              | 1,088   | <sup>(4)</sup>   | 06/10/2018      | Common Stock  | 1,088                      |
| Employee Stock Option (Right to Buy)       | \$ 9.17  | 08/08/2012 <sup>(1)</sup>            |  | M                              | 504   | 06/10/2011   | 06/10/2017      | Common Stock  | 504                        |
| Employee Stock Option                      | \$ 9.17  | 08/08/2012 <sup>(1)</sup>            |  | M                              | 813   | 06/10/2012   | 06/10/2018      | Common Stock  | 813                        |

(Right to Buy)

|                                      |          |                           |   |        |                |            |              |      |
|--------------------------------------|----------|---------------------------|---|--------|----------------|------------|--------------|------|
| Stock Appreciation Right             | \$ 14.25 | 08/08/2012 <sup>(1)</sup> | M | 1,625  | <sup>(5)</sup> | 06/10/2021 | Common Stock | 1,6  |
| Stock Appreciation Right             | \$ 6.98  | 08/09/2012 <sup>(1)</sup> | M | 3,250  | <sup>(6)</sup> | 06/10/2020 | Common Stock | 3,2  |
| Employee Stock Option (Right to Buy) | \$ 9.17  | 08/09/2012 <sup>(1)</sup> | M | 14,141 | <sup>(2)</sup> | 06/10/2019 | Common Stock | 14,1 |

## Reporting Owners

| Reporting Owner Name / Address                             | Relationships |           |                          |       |
|--|---------------|-----------|--------------------------|-------|
|  | Director      | 10% Owner | Officer                  | Other |
| Green Frederec<br>7102 COMMERCE WAY<br>BRENTWOOD, TN 37027 |               |           | Executive Vice President |       |

## Signatures

/s/ Frederec Green  
08/09/2012

\*\*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.
- (5) The stock appreciation right vests ratably on the first four anniversaries of June 10, 2011.
- (6) The stock appreciation right vests ratably on the first four anniversaries of June 10, 2010.

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.