

Delek US Holdings, Inc.
Form 4
December 28, 2012

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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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 *
Holmes Donald Norman

(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)
12/27/2012

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(D)	Price
Common Stock	12/27/2012		S ⁽¹⁾		1,839	D	\$ 25.19
Common Stock	12/27/2012		M ⁽¹⁾		8,125	A	\$ 10.65
Common Stock	12/27/2012		F ⁽¹⁾		4,864	D	\$ 25.16
Common Stock	12/27/2012		S ⁽¹⁾		3,261	D	\$ 25.1357
							(2)

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 (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 (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)	Amount or Number of Shares
Stock Appreciation Right	\$ 10.65	12/27/2012 ⁽¹⁾		M	8,125	⁽³⁾ 12/10/2021	Common Stock	8,125

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Holmes Donald Norman 7102 COMMERCE WAY BRENTWOOD, TN 37027			Executive Vice President	

Signatures

/s/ Donald N. Holmes
12/28/2012

**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 November 27, 2012.
The price reflects the weighted average sale price of multiple transactions ranging from a low sale price of \$25.09 per share to a high sale price of \$25.17 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 vests ratably on the first four anniversaries of December 10, 2011.

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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