

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

FORM 4

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

OMB APPROVAL

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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 *

O'Dell Kimberly

(Last) (First) (Middle)

7102 COMMERCE WAY

(Street)

2. Issuer Name and Ticker or Trading Symbol

Delek US Holdings, Inc. [DK]

3. Date of Earliest Transaction (Month/Day/Year)

06/10/2009

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
VP of Marketing/MAPCO Express

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

BRENTWOOD, TN 37027

(City) (State) (Zip)

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 Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)		
				(A) or (D)	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	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)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		Date Exercisable	Expiration Date	Title	Amount or Number of Shares
				Code	V				
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)	\$ 23.5	06/10/2009	D		9,000	<u>(2)</u>	06/10/2017	Common Stock	9,000
Employee Stock Option (Right to Buy)	\$ 32.9	06/10/2009	D		3,000	06/10/2011	06/10/2017	Common Stock	3,000
Employee Stock Option (Right to Buy)	\$ 16	06/10/2009	D		4,875	<u>(5)</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		3,960	<u>(8)</u>	06/10/2017	Common Stock	3,960
Employee Stock Option (Right to Buy)	\$ 9.17	06/10/2009	A		930	06/10/2011	06/10/2017	Common Stock	930
Employee Stock Option (Right to Buy)	\$ 9.17	06/10/2009	A		3,266	<u>(11)</u>	06/10/2018	Common Stock	3,266

Buy)

Employee

Stock

Option	\$ 9.17	06/10/2009	A	813	06/10/2012	06/10/2018	Common Stock	813
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(Right to Buy)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
O'Dell Kimberly 7102 COMMERCE WAY BRENTWOOD, TN 37027			VP of Marketing/MAPCO Express	

Signatures

/s/ Kimberly
O'Dell

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 June 10, 2007.
- (3) Exchanged for options to purchase 3,960 shares of Common Stock at \$9.17 per share (reported below).
- (4) Exchanged for options to purchase 930 shares of Common Stock at \$9.17 per share (reported below).
- (5) The option vests ratably on the first three anniversaries of June 10, 2008.
- (6) Exchanged for options to purchase 3,266 shares of Common Stock at \$9.17 per share (reported below).
- (7) Exchanged for options to purchase 813 shares of Common Stock at \$9.17 per share (reported below).
- (8) The option vests with respect to 2,640 shares of Common Stock on December 10, 2009 and with respect to 1,320 shares of Common Stock on June 10, 2010.
- (9) Received in exchange for options to purchase 9,000 shares of Common Stock at \$23.50 per share (reported above).
- (10) Received in exchange for options to purchase 3,000 shares of Common Stock at \$32.90 per share (reported above).
- (11) 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.
- (12) Received in exchange for options to purchase 4,875 shares of Common Stock at \$16.00 per share (reported above).
- (13) 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. 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.