Delek US Holdings, Inc. Form 4 May 08, 2006

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB Number:

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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

may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Morgan Edward

2. Issuer Name and Ticker or Trading Symbol

Delek US Holdings, Inc. [DK]

5. Relationship of Reporting Person(s) to

Issuer

below)

(Last)

(City)

Security

(Instr. 3)

(Middle) (First)

(Zip)

3. Date of Earliest Transaction

Director 10% Owner

830 CRESCENT CENTRE DRIVE,

(Street)

(State)

(Month/Day/Year)

05/03/2006

(Month/Day/Year)

X_ Officer (give title Other (specify

SUITE 300

CFO, VP and Treasurer

(Check all applicable)

4. If Amendment, Date Original

Applicable Line)

Filed(Month/Day/Year)

X Form filed by One Reporting Person Form filed by More than One Reporting

6. Individual or Joint/Group Filing(Check

Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

FRANKLIN, TN 37067

1. Title of 2. Transaction Date 2A. Deemed

3. 4. Securities Execution Date, if TransactionAcquired (A) or Code Disposed of (D)

(Instr. 8)

5. Amount of Securities Beneficially Owned (T) Following

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial Ownership (Instr. 4) (Instr. 4)

(A)

Reported Transaction(s) (Instr. 3 and 4)

Code V Amount (D) Price

(Instr. 3, 4 and 5)

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

(Month/Day/Year)

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of 3. Transaction Date 3A. Deemed 4. 5. Number of 6. Date Exercisable and 7. Title and Amount of Derivative Conversion (Month/Day/Year) Execution Date, if **Transaction**Derivative **Expiration Date Underlying Securities** Security or Exercise any Code Securities (Month/Day/Year) (Instr. 3 and 4)

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8	3)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)					
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 16	05/03/2006		A		48,750		<u>(1)</u>	05/03/2016	Common Stock	48,750
Employee Stock Option (Right to Buy)	\$ 21	05/03/2006		A		16,250		(2)	05/03/2016	Common Stock	16,250

Reporting Owners

Reporting Owner Name / Address	Kelationships						
. 0	Director	10% Owner	Officer	Other			
Morgan Edward			CFO, VP				
830 CRESCENT CENTRE DRIVE, SUITE 300			and				
FRANKLIN, TN 37067		Treasurer					

Signatures

/s/ Kent Thomas, Attorney-in-Fact 05/05/2006

**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 three anniversary dates of the completion of Delek US Holdings, Inc.'s initial public offering.
- (2) The option vests on the fourth anniversary date of the completion of Delek US Holdings, Inc.'s initial public offering.

Remarks:

Exhibit Index: 24.1 Power of Attorney

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.

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