

COX MARK B

Form 4

November 28, 2012

**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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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
COX MARK B

(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)  
11/26/2012

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 \_\_\_\_ Other (specify  
below) below)

EVP / CFO

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)
			Code	V	Amount	(A) or (D)	Price
Common Stock	11/26/2012		S		20,500	D	\$ 26.0159 (1)
Common Stock	11/27/2012		S		1,163	D	\$ 26 208,337
Common Stock	11/28/2012		S		32,837	D	\$ 25.1207 (2)
Common Stock	11/28/2012		M		30,000	A	\$ 8.32 205,500
	11/28/2012		S		30,000	D	175,500 D

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Common  
Stock

\$  
25.1729  
(3)

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 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	11/28/2012		M		30,000		<u>(4)</u>	09/10/2019	Common Stock	30,000

## Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
COX MARK B 7102 COMMERCE WAY BRENTWOOD, TN 37027	EVP / CFO

## Signatures

/s/ Mark B. Cox 11/28/2012

Signature of Date  
Reporting Person

## 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 price reflects the weighted average sale price of multiple transactions ranging from a low sale price of \$26.0000 per share to a high sale price of \$26.0801 per share. Upon the written request of the SEC staff, the issuer or a security holder of the issuer, the reporting

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person agrees to provide the number of shares sold at each sale price.

- The price reflects the weighted average sale price of multiple transactions ranging from a low sale price of \$25.0000 per share to a high sale price of \$25.3250 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 price reflects the weighted average sale price of multiple transactions ranging from a low sale price of \$25.1100 per share to a high sale price of \$25.2625 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.
- (3)

- (4) The option vests ratably on the first four anniversaries of September 10, 2009.

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.