

MASLOWE PHILIP L
Form 4
June 12, 2009

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 *
MASLOWE PHILIP L

(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)
06/10/2009

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)

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| Common Stock | 06/10/2009 | | A | 1,500 A \$ 0 | 8,000 | D | |

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)

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| 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 |
| Stock Option (Right to Buy) | \$ 9.17 | 06/10/2009 | | A | | 3,000 | | <u>(1)</u> | 06/10/2019 | Common Stock | 3,000 |
| Stock Option (Right to Buy) | \$ 16 | 06/10/2009 | | D | | 3,000 | | <u>(2)</u> | 05/09/2016 | Common Stock | 3,000 |
| Stock Option (Right to Buy) | \$ 23.5 | 06/10/2009 | | D | | 3,000 | | <u>(4)</u> | 06/10/2017 | Common Stock | 3,000 |
| Stock Option (Right to Buy) | \$ 16 | 06/10/2009 | | D | | 3,000 | | <u>(6)</u> | 06/10/2018 | Common Stock | 3,000 |
| Stock Option (Right to Buy) | \$ 9.17 | 06/10/2009 | | A | | 2,010 | | <u>(8)</u> | 05/09/2016 | Common Stock | 2,010 |
| Stock Option (Right to Buy) | \$ 9.17 | 06/10/2009 | | A | | 1,320 | | <u>(10)</u> | 06/10/2017 | Common Stock | 1,320 |
| Stock Option (Right to Buy) | \$ 9.17 | 06/10/2009 | | A | | 2,010 | | <u>(12)</u> | 06/10/2018 | Common Stock | 2,010 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---------------------------------------|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| MASLOWE PHILIP L 7102 COMMERCE WAY | | X | | |

BRENTWOOD, TN 37027

Signatures

/s/ Kent B. Thomas,
Attorney-In-Fact

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 four anniversaries of May 9, 2006.
- (3) Exchanged for options to purchase 2,010 shares of Common Stock at \$9.17 per share (reported below).
- (4) The option vests ratably on the first four anniversaries of June 10, 2007.
- (5) Exchanged for options to purchase 1,320 shares of Common Stock at \$9.17 per share (reported below).
- (6) The option vests ratably on the first four anniversaries of June 10, 2008.
- (7) Exchanged for options to purchase 2,010 shares of Common Stock at \$9.17 per share (reported below).
- (8) The option vests with respect to 1,508 shares of Common Stock on December 10, 2009 and with respect to 502 shares of Common Stock on May 9, 2010.
- (9) Received in exchange for options to purchase 3,000 shares of Common Stock at \$16.00 per share (reported above).
- (10) The option vests with respect to 660 shares of Common Stock on December 10, 2009 and with respect to 330 shares of Common Stock on each of June 10, 2010 and June 10, 2011.
- (11) Received in exchange for options to purchase 3,000 shares of Common Stock at \$23.50 per share (reported above).
- (12) The option vests with respect to 503 shares of Common Stock on each of December 10, 2009 and June 10, 2010 and with respect to 502 shares of Common Stock on each of June 10, 2011 and June 10, 2012.
- (13) Received in exchange for options to purchase 3,000 shares of Common Stock at \$16.00 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.