CVR Refining, LP Form 4 December 29, 2015

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

Expires:

January 31, 2005

0.5

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response...

if no longer subject to Section 16. Form 4 or Form 5 obligations

may continue.

See Instruction

Check this box

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(b).

1. Name and Address of Reporting Person * Walter John R.

(First) (Middle) (Last)

C/O CVR ENERGY, INC., 2277 PLAZA DRIVE, SUITE 500

(Ctata)

(Street)

2. Issuer Name and Ticker or Trading Symbol

CVR Refining, LP [CVRR]

3. Date of Earliest Transaction (Month/Day/Year) 12/26/2015

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner Other (specify _X__ Officer (give title _ below)

SVP, General Counsel & Sec.

6. Individual or Joint/Group Filing(Check

Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting

Person

SUGAR LAND, TX 77479

(City)	(State) (Zip) Tabl	e I - Non-D	erivative	Secur	ities Acq	uired, Disposed o	f, or Beneficial	ly 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 action(A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following	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	Reported Transaction(s) (Instr. 3 and 4)		
Common Units	12/26/2015 <u>(1)</u>		M	7,751	A	\$ 19.72	7,751	D	
Common Units	12/26/2015(1)		D	7,751	D	\$ 19.72	0	D	
Common Units	12/27/2015 <u>(2)</u>		M	2,937	A	\$ 21.03	2,937	D	
Common Units	12/27/2015 ⁽²⁾		D	2,937	D	\$ 21.03	0	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)

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)			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
Incentive Units (3)	(1)	12/26/2015		M	7	7,751	12/26/2015	12/26/2015	Common Units	7,751
Incentive Units (3)	<u>(2)</u>	12/27/2015		M	2	2,937	12/27/2015	12/27/2015	Common Units	2,937

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Walter John R. C/O CVR ENERGY, INC. 2277 PLAZA DRIVE, SUITE 500 SUGAR LAND, TX 77479

SVP, General Counsel & Sec.

Signatures

/s/ John R. 12/29/2015 Walter

**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) This transaction represents the cash settlement of vested Incentive Units awarded on December 26, 2014.
- (2) This transaction represents the cash settlement of vested Incentive Units awarded on December 31, 2013.
- (3) The Incentive Units were awarded to the reporting person by CVR Energy, Inc., an affiliate of CVR Refining, LP and the parent of the general partner of CVR Refining, LP.

Reporting Owners 2

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