

SECURITIES AND EXCHANGE COMMISSION

FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2013-01-17** | Period of Report: **2013-01-15**
SEC Accession No. [0001209191-13-003580](#)

([HTML Version](#) on [secdatabase.com](#))

REPORTING OWNER

Morris Jeff D

CIK: **1333575**

Type: **4** | Act: **34** | File No.: **001-32567** | Film No.: **13535933**

Mailing Address
7616 LBJ FREEWAY
SUITE 300
DALLAS TX 75251

ISSUER

Alon USA Energy, Inc.

CIK: **1325955** | IRS No.: **742966572** | State of Incorporation: **DE** | Fiscal Year End: **1212**
SIC: **2911** Petroleum refining

Mailing Address
12700 PARK CENTRAL
DRIVE, SUITE 1600
DALLAS TX 75251

Business Address
12700 PARK CENTRAL
DRIVE, SUITE 1600
DALLAS TX 75251
972 367 3600

FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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

OMB APPROVAL	
OMB Number:	3235-0287
Expires:	02/28/2011
Estimated average burden hours per response	0.5

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

1. Name and Address of Reporting Person <u>Morris Jeff D</u> (Last) (First) (Middle) <u>12700 PARK CENTRAL DR., SUITE 1600</u> (Street) <u>DALLAS, TX 75251</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Alon USA Energy, Inc. [ALJ]</u> 3. Date of Earliest Transaction (Month/Day/Year) <u>01/15/2013</u> 4. If Amendment, Date Original Filed(Month/Day/Year)	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) <u>Vice Chairman of the Board</u> 6. Individual or Joint/Group Filing (Check applicable line) <input checked="" type="checkbox"/> Form Filed by One Reporting Person <input type="checkbox"/> 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	01/11/2013	01/15/2013	C		116,347	A	(1)	349,141	D	

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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					
Subsidiary Stock Exchange Right	(1)	01/11/2013	01/15/2013	C			116,347	(1)	(1)	Common Stock, par value \$0.01 per share	\$ 0 (1)	1,977,905	D	

Explanation of Responses:

1. On June 20, 2012, Alon Assets, Inc., Alon Operating, Inc. (collectively, the "Subsidiaries"), Alon USA Energy, Inc. (the "Company") and the Reporting Person entered into an agreement whereby the Company agreed to exchange shares of non-voting stock of the Subsidiaries held by the Reporting Person (the "Subsidiary Shares") for up to 2,326,946 shares of the Company's common stock, par value \$0.01 per share. The Subsidiary Shares held by the Reporting Person will be exchanged in 12 equal quarterly installments commencing June 29, 2012, and each such exchange shall be made without regard to the then-current market price of the Company's common stock. Under certain circumstances, the Reporting Person may elect to receive cash in lieu of Company common stock for up to 1/3 of the shares. The exchange rights have no expiration date.

Signatures

James A. Ranspot James A. Ranspot, Attorney-in-Fact for Jeff D. Morris

** Signature of Reporting Person

01/17/2013

Date

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

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.