

O Malley Todd
Form 3
May 22, 2013

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 *

Â O Malley Todd

(Last) (First) (Middle)

ONE SYLVAN
WAY,Â SECOND FLOOR

(Street)

PARSIPPANY,Â NJÂ 07054

(City) (State) (Zip)

2. Date of Event Requiring Statement

(Month/Day/Year)

05/13/2013

3. Issuer Name and Ticker or Trading Symbol
PBF Energy Inc. [PBF]

4. Relationship of Reporting Person(s) to Issuer

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

(Check all applicable)

___ Director ___ 10% Owner

X Officer ___ Other
(give title below) (specify below)

Vice President

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 Beneficially Owned

1. Title of Security
(Instr. 4)

2. Amount of Securities Beneficially Owned
(Instr. 4)

3. Ownership Form:
Direct (D)
or Indirect (I)
(Instr. 5)

4. Nature of Indirect Beneficial Ownership
(Instr. 5)

Class B Common Stock ⁽¹⁾

1

D Â

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

SEC 1473 (7-02)

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

1. Title of Derivative Security
(Instr. 4)

2. Date Exercisable and Expiration Date
(Month/Day/Year)

3. Title and Amount of Securities Underlying Derivative Security
(Instr. 4)

Title

4. Conversion or Exercise Price of Derivative Security

5. Ownership Form of Derivative Security:
Direct (D)

6. Nature of Indirect Beneficial Ownership
(Instr. 5)

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	Date Exercisable	Expiration Date		Amount or Number of Shares		or Indirect (I) (Instr. 5)	
Series A Units of PBF Energy Company LLC	Â (2)	Â (2)	Class A Common Stock	48,809.08	\$ (2)	D	Â
Unit Options	Â (3)	06/29/2022	Class A Common Stock	25,000	\$ 12.55	D	Â
Employee Stock Options (right to buy)	Â (4)	12/12/2022	Class A Common Stock	20,000	\$ 26	D	Â
Unit Options	Â (5)	03/04/2021	Class A Common Stock	15,000	\$ 10	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
O Malley Todd ONE SYLVAN WAY SECOND FLOOR PARSIPPANY, NJ 07054	Â	Â	Â Vice President	Â

Signatures

/s/Todd O'Malley by Jeffrey Dill as
Attorney-in-Fact

05/22/2013

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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 Class B Common Stock entitles the reporting person to one vote for each Series A Unit of PBF Energy Company LLC held by such reporting person.

- (2) Pursuant to an exchange agreement the Series A Units of PBF Energy Company LLC are exchangeable at any time for shares of Class A Common Stock of PBF Energy Inc. on a one-for-one basis, subject to equitable adjustments for stock splits, stock dividends and reclassifications. As the reporting person exchanges the Series A Units of PBF Energy Company LLC for shares of Class A Common Stock of PBF Energy Inc. pursuant to the exchange agreement, the voting power afforded to the reporting person by his share of Class B Common Stock of PBF Energy Inc. will be automatically and correspondingly reduced.

- (3) Represents options to purchase Series A Units of PBF Energy Company LLC. The options vest in three equal annual installments beginning on June 29, 2013. Pursuant to an exchange agreement the vested Series A Units of PBF Energy Company LLC are exchangeable at any time for shares of Class A Common Stock of PBF Energy Inc. on a one-for-one basis, subject to equitable adjustments for stock splits, stock dividends and reclassifications. As the reporting person exchanges the Series A Units of PBF Energy Company LLC for shares of Class A Common Stock of PBF Energy Inc. pursuant to the exchange agreement, the voting power afforded to the reporting person by his share of Class B Common Stock of PBF Energy Inc. will be automatically and correspondingly reduced.

- (4) Represents options to purchase shares of Class A Common Stock. The options will vest in four equal annual installments beginning on 12/12/2013.

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- (5) Represents options to purchase Series A Units of PBF Energy Company LLC. The options vest in three equal annual installments beginning on March 4, 2012. Pursuant to an exchange agreement the vested Series A Units of PBF Energy Company LLC are exchangeable at any time for shares of Class A Common Stock of PBF Energy Inc. on a one-for-one basis, subject to equitable adjustments for stock splits, stock dividends and reclassifications. As the reporting person exchanges the Series A Units of PBF Energy Company LLC for shares of Class A Common Stock of PBF Energy Inc. pursuant to the exchange agreement, the voting power afforded to the reporting person by his share of Class B Common Stock of PBF Energy Inc. will be automatically and correspondingly reduced.

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

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