

FORM 4

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

Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or
Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person * Holding Carol Orme <small>(Last) (First) (Middle)</small> C/O REH COMPANY, 2800 WEST LINCOLNWAY <small>(Street)</small> CHEYENNE, WY 82009 <small>(City) (State) (Zip)</small>	2. Issuer Name and Ticker or Trading Symbol HF Sinclair Corp [DINO] 3. Date of Earliest Transaction (MM/DD/YYYY) <p align="center">2/8/2024</p>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)
4. If Amendment, Date Original Filed (MM/DD/YYYY)		6. Individual or Joint/Group Filing (Check Applicable Line) <input type="checkbox"/> Form filed by One Reporting Person <input checked="" 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. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. 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	2/8/2024		D	(1)	1,061,946	D	\$56.5	26,406,134	I	By REH Company (2)

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

1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. 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		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		Date Exercisable	Expiration Date	Title	Amount or Number of Shares				

Explanation of Responses:

- (1) These shares were sold by REH Company (f/k/a The Sinclair Companies) ("REH") to the Issuer in a private transaction pursuant to the Stock Purchase Agreement between REH and the Issuer dated February 8, 2024.
- (2) These shares are owned directly by REH and not Mrs. Holding. REH is the primary and direct beneficial owner of the shares indicated above, and the board of directors of REH has all voting and investment power with respect to such shares. As a result of her relationship with REH, Mrs. Holding may be deemed to beneficially own the 26,406,134 shares under applicable securities law and Securities and Exchange Commission guidance. Mrs. Holding, however, does not intend ever to own such shares directly for investment purposes in the future and expressly disclaims such beneficial ownership, and all pecuniary interest except to the extent of her economic interest in REH, to the maximum extent permitted by law.

Remarks:

Ross B. Matthews and Norman J. Szydlowski currently serve as REH's representatives on the Issuer's board of directors, and therefore REH and Mrs. Holding each constitute a "director by deputization" of the Issuer.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Holding Carol Orme				

C/O REH COMPANY 2800 WEST LINCOLNWAY CHEYENNE, WY 82009	X	X		
REH Co 2800 WEST LINCOLNWAY CHEYENNE, WY 82009	X	X		

Signatures

REH COMPANY, By: /s/ Ross B. Matthews, Name: Ross B. Matthews, Title: Chief Operating Officer

2/12/2024

--Signature of Reporting Person

Date

/s/ Carol Orme Holding, Name: Carol Orme Holding

2/12/2024

--Signature of Reporting Person

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.

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