Wilson Stephen R Form 4 December 16, 2010

# Porm 4 December 16, 2010 FORM 4

#### OMB APPROVAL

OMB Number: 3235-0287 January 31,

Expires: 2005
Estimated average

burden hours per response... 0.5

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

Check this box if no longer subject to Section 16. Form 4 or Form 5

# STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Form 5 obligations may continue. See Instruction

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(b).

(Print or Type Responses)

1. Name and Address of Reporting Person ** Wilson Stephen R			2. Issuer Name and Ticker or Trading Symbol CF Industries Holdings, Inc. [CF]	5. Relationship of Reporting Person(s) to Issuer  (Check all applicable)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction	(Check an applicable)		
	OUSTRIES F RKWAY NO		(Month/Day/Year) 12/15/2010	X Director 10% OwnerX Officer (give title Other (specify below) Chairman, President, CEO		
	(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
DEERFIEL	D, IL 60015		Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person		
(City)	(State)	(Zip)	Table I Non Darivative Securities Acc	guired Disposed of an Panaficially Owner		

(City)	(State)	(Zip) Tal	ble I - Non-	Derivative	e Secu	rities Acquire	d, Disposed of, o	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. Securit onDisposed (Instr. 3, 4)	of (D		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)
Common stock, par value \$0.01 per share	12/15/2010		M(1)	10,000	A	\$ 16	140,596	D	
Common stock, par value \$0.01 per share	12/15/2010		S <u>(1)</u>	100	D	\$ 116.36	140,496	D	
	12/15/2010		S(1)	100	D	\$ 116.37	140,396	D	

Common stock, par value \$0.01 per share							
Common stock, par value \$0.01 per share	12/15/2010	S <u>(1)</u>	3,100	D	\$ 116.97	137,296	D
Common stock, par value \$0.01 per share	12/15/2010	S(1)	100	D	\$ 117.15	137,196	D
Common stock, par value \$0.01 per share	12/15/2010	S <u>(1)</u>	3,500	D	\$ 117.416	133,696	D
Common stock, par value \$0.01 per share	12/15/2010	S <u>(1)</u>	900	D	\$ 117.42	132,796	D
Common stock, par value \$0.01 per share	12/15/2010	S(1)	400	D	\$ 117.46	132,396	D
Common stock, par value \$0.01 per share	12/15/2010	S <u>(1)</u>	100	D	\$ 117.48	132,296	D
Common stock, par value \$0.01 per share	12/15/2010	S <u>(1)</u>	300	D	\$ 117.5	131,996	D
Common stock, par value \$0.01 per share	12/15/2010	S <u>(1)</u>	100	D	\$ 117.505	131,896	D
	12/15/2010	S(1)	200	D	\$ 117.55	131,696	D

#### Edgar Filing: Wilson Stephen R - Form 4

Common stock, par value \$0.01 per share							
Common stock, par value \$0.01 per share	12/15/2010	S <u>(1)</u>	100	D	\$ 117.5675	131,596	D
Common stock, par value \$0.01 per share	12/15/2010	S <u>(1)</u>	100	D	\$ 117.57	131,496	D
Common stock, par value \$0.01 per share	12/15/2010	S <u>(1)</u>	100	D	\$ 117.75	131,396	D
Common stock, par value \$0.01 per share	12/15/2010	S <u>(1)</u>	700	D	\$ 117.76	130,696	D
Common stock, par value \$0.01 per share	12/15/2010	S <u>(1)</u>	100	D	\$ 117.7675	130,596	D

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

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 control number.

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	2.	3. Transaction Date	3A. Deemed	4.	5. Number of	6. Date Exercisable and	7. Title and Amount of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	onDerivative	Expiration Date	Underlying Securities
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Acquired (A)		
	Derivative				or Disposed of		
	Security				(D)		
	_				(Instr. 3, 4,		
					and 5)		

#### Edgar Filing: Wilson Stephen R - Form 4

			Code V (A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 16	12/15/2010	M <u>(1)</u>	10,000	(2)	08/10/2015	Common stock, par value \$0.01 per share	10,000

## **Reporting Owners**

Reporting Owner Name / Address	Relationships					
. 0	Director	10% Owner	Officer	Other		
Wilson Stephen R C/O CF INDUSTRIES HOLDINGS, INC. 4 PARKWAY NORTH, SUITE 400 DEERFIELD, IL 60015	X		Chairman, President, CEO			

### **Signatures**

/s/ Douglas C. Barnard, by power of attorney 12/16/2010

\*\*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 sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on August 30, 2010.
- (2) The options vest in three equal installments on August 10, 2006, 2007, and 2008.

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.

Reporting Owners 4