

Wilson Stephen R
 Form 4
 October 19, 2011

FORM 4

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

OMB APPROVAL

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STATEMENT OF CHANGES IN 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 *
 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)
 C/O CF INDUSTRIES HOLDINGS, INC., 4 PARKWAY NORTH, SUITE 400

3. Date of Earliest Transaction (Month/Day/Year)
 10/17/2011

Director 10% Owner
 Officer (give title below) Other (specify below)
 Chairman, President, CEO

(Street)
 DEERFIELD, IL 60015

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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)	
				(A) or (D)	Price			
				Code	V	Amount		
Common stock, par value \$0.01 per share	10/17/2011		M ⁽¹⁾	20,000	A	\$ 16	159,886	D
Common stock, par value \$0.01 per share	10/17/2011		S ⁽¹⁾	5,285	D	\$ 145.0949	154,601	D
	10/17/2011		S ⁽¹⁾	7,299	D	⁽²⁾	147,302	D

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Common stock, par value \$0.01 per share					\$ 145.7963 <u>(3)</u>		
Common stock, par value \$0.01 per share	10/17/2011	S ⁽¹⁾	6,200	D	\$ 146.9713 <u>(4)</u>	141,102	D
Common stock, par value \$0.01 per share	10/17/2011	S ⁽¹⁾	800	D	\$ 148.03 <u>(5)</u>	140,302	D
Common stock, par value \$0.01 per share	10/17/2011	S ⁽¹⁾	416	D	\$ 149.1525 <u>(6)</u>	139,886	D

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

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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 Underlying Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 16	10/17/2011		M ⁽¹⁾	20,000	<u>(7)</u> 08/10/2015	Common stock, par value \$0.01 per share 20,000

