

Wilson Stephen R
 Form 4
 November 16, 2012

FORM 4

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

OMB APPROVAL

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

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

(Last) (First) (Middle)

C/O CF INDUSTRIES HOLDINGS, INC., 4 PARKWAY NORTH, SUITE 400

(Street)

DEERFIELD, IL 60015

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
 CF Industries Holdings, Inc. [CF]

3. Date of Earliest Transaction
 (Month/Day/Year)
 11/15/2012

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
 Chair of the Board, CEO & Pres

6. Individual or Joint/Group Filing(Check Applicable Line)

Form filed by One Reporting Person
 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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common stock, par value \$0.01 per share	11/15/2012		M ⁽¹⁾		5,400	A	\$ 16
							148,386
Common stock, par value \$0.01 per share	11/15/2012		M ⁽¹⁾		19,600	A	\$ 14.83
							167,986
	11/15/2012		S ⁽¹⁾		5,500	D	
							162,486

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Common stock, par value \$0.01 per share					\$ 193.7213 <u>(2)</u>		
Common stock, par value \$0.01 per share	11/15/2012	<u>S</u> ⁽¹⁾	3,900	D	\$ 194.621 <u>(3)</u>	158,586	D
Common stock, par value \$0.01 per share	11/15/2012	<u>S</u> ⁽¹⁾	9,520	D	\$ 195.6497 <u>(4)</u>	149,066	D
Common stock, par value \$0.01 per share	11/15/2012	<u>S</u> ⁽¹⁾	4,480	D	\$ 196.5396 <u>(5)</u>	144,586	D
Common stock, par value \$0.01 per share	11/15/2012	<u>S</u> ⁽¹⁾	1,500	D	\$ 197.462 <u>(6)</u>	143,086	D
Common stock, par value \$0.01 per share	11/15/2012	<u>S</u> ⁽¹⁾	100	D	\$ 198.34	142,986	D

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

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(9-02)

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)
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			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 16	11/15/2012	M ⁽¹⁾			5,400	<u>(7)</u>	08/10/2015	Common stock, par value \$0.01 per share	5,400
Employee Stock Option (right to buy)	\$ 14.83	11/15/2012	M ⁽¹⁾			19,600	<u>(8)</u>	08/10/2016	Common stock, par value \$0.01 per share	19,600

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Wilson Stephen R C/O CF INDUSTRIES HOLDINGS, INC. 4 PARKWAY NORTH, SUITE 400 DEERFIELD, IL 60015	X		Chair of the Board, CEO & Pres	

Signatures

/s/ Douglas C. Barnard, by power of attorney
11/16/2012

**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 on this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on November 22, 2011.
- (2) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$193.14 to \$194.13, inclusive. The reporting person undertakes to provide to CF Industries Holdings, Inc., any security holder of CF Industries Holdings, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in footnotes (2), (3), (4), (5) and (6) to this Form 4.
- (3) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$194.15 to \$195.08, inclusive.
- (4) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$195.15 to \$196.14, inclusive.
- (5) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$196.17 to \$197.16, inclusive.
- (6) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$197.26 to \$197.89, inclusive.
- (7) The options vest in three equal installments on August 10, 2006, 2007, and 2008.

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(8) The options vest in three equal installments on August 10, 2007, 2008, and 2009.

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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