

Koch Philipp P
Form 4
November 19, 2010

FORM 4

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
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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Koch Philipp P

(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)

11/18/2010

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director _____ 10% Owner
__X__ Officer (give title _____ Other (specify
below) below)
VP, Supply Chain

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 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)
Common stock, par value \$0.01 per share	11/18/2010		M	20,800 A \$ 16	31,083	D	
Common stock, par value \$0.01 per share	11/18/2010		S	11,132 D \$ 118.49	19,951	D	
	11/18/2010		S	5,600 D	14,351	D	

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Common stock, par value \$0.01 per share					\$ 118.4923		
Common stock, par value \$0.01 per share	11/18/2010	S	800	D	\$ 118.52	13,551	D
Common stock, par value \$0.01 per share	11/18/2010	S	700	D	\$ 118.521	12,851	D
Common stock, par value \$0.01 per share	11/18/2010	S	400	D	\$ 118.54	12,451	D
Common stock, par value \$0.01 per share	11/18/2010	S	400	D	\$ 118.541	12,051	D
Common stock, par value \$0.01 per share	11/18/2010	S	35	D	\$ 118.55	12,016	D
Common stock, par value \$0.01 per share	11/18/2010	S	300	D	\$ 118.56	11,716	D
Common stock, par value \$0.01 per share	11/18/2010	S	433	D	\$ 118.58	11,283	D
Common stock, par value \$0.01 per share	11/18/2010	S	600	D	\$ 118.59	10,683	D
	11/18/2010	S	100	D	\$ 118.6	10,583	D

Common
stock, par
value
\$0.01 per
share

Common
stock, par
value 11/18/2010 S 300 D \$ 118.63 10,283 D
\$0.01 per
share

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.

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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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 16	11/18/2010		M	20,800	<u>(1)</u> 08/10/2015	Common stock, par value 20,800 \$0.01 per share

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Koch Philipp P C/O CF INDUSTRIES HOLDINGS, INC. 4 PARKWAY NORTH, SUITE 400 DEERFIELD, IL 60015	VP, Supply Chain

Signatures

/s/ Douglas C. Barnard, by power of
attorney

11/19/2010

__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 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.

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