

Koch Philipp P
Form 4
November 19, 2010

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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 *
Koch Philipp P

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)
11/18/2010

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

(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 Ownership (Instr. 4)		
			Code	V	Amount	(D)	Price		
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 \$0.01 per share
 11/18/2010 S 300 D \$ 118.63 10,283 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 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	⁽¹⁾ 08/10/2015	Common stock, par value \$0.01 per share 20,800

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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