

Koch Philipp P
Form 4
August 14, 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 *
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)
08/10/2012

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)
VP, Supply Chain

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)			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	08/10/2012		M			5,700	A	\$ 51.95	17,226	D	
Common stock, par value \$0.01 per share	08/10/2012		M			2,490	A	\$ 125.33	19,716	D	
	08/10/2012		S			8,190	D		11,526	D	

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Common stock, par value \$0.01 per share					\$	210,1496		
					(1)			
Common stock, par value \$0.01 per share	08/10/2012		F	705	D	\$ 209.75	10,821	D
Common stock, par value \$0.01 per share	08/10/2012		A	1,455	A	\$ 0	12,276	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)	Amount or Number of Shares
				Code V (A) (D)		Date Exercisable Expiration Date	Title	
Employee Stock Option (right to buy)	\$ 51.95	08/10/2012		M	5,700	(2) 08/10/2017	Common stock, par value \$0.01 per share	5,700
Employee Stock Option (right to buy)	\$ 125.33	08/10/2012		M	2,490	(3) 08/11/2018	Common stock, par value \$0.01 per share	2,490
Employee Stock	\$ 209.75	08/10/2012		A	5,285	(4) 08/10/2022	Common stock, par	5,285

Option
(right to
buy)

value
\$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

08/14/2012

__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).

- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$210.00 to \$210.375, 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 this range.
- (1) 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 this range.
 - (2) The options vest in three equal installments on August 10, 2008, 2009, and 2010.
 - (3) The options vest in three equal installments on August 10, 2009, 2010, and 2011.
 - (4) The options vest in three equal installments on August 10, 2013, 2014, and 2015.

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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