

Wilson Stephen R
Form 4
December 16, 2010

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

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)

3. Date of Earliest Transaction
(Month/Day/Year)
12/15/2010

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

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

(Street)

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

DEERFIELD, IL 60015

(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 Ownership (Instr. 4)		
			Code	V	Amount	(A) or (D)	Price		
Common stock, par value \$0.01 per share	12/15/2010		M ⁽¹⁾		10,000	A	\$ 16	140,596	D
Common stock, par value \$0.01 per share	12/15/2010		S ⁽¹⁾		100	D	\$ 116.36	140,496	D
	12/15/2010		S ⁽¹⁾		100	D	\$ 116.37	140,396	D

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Common stock, par value \$0.01 per share							
Common stock, par value \$0.01 per share	12/15/2010	<u>S⁽¹⁾</u>	3,100	D	\$ 116.97	137,296	D
Common stock, par value \$0.01 per share	12/15/2010	<u>S⁽¹⁾</u>	100	D	\$ 117.15	137,196	D
Common stock, par value \$0.01 per share	12/15/2010	<u>S⁽¹⁾</u>	3,500	D	\$ 117.416	133,696	D
Common stock, par value \$0.01 per share	12/15/2010	<u>S⁽¹⁾</u>	900	D	\$ 117.42	132,796	D
Common stock, par value \$0.01 per share	12/15/2010	<u>S⁽¹⁾</u>	400	D	\$ 117.46	132,396	D
Common stock, par value \$0.01 per share	12/15/2010	<u>S⁽¹⁾</u>	100	D	\$ 117.48	132,296	D
Common stock, par value \$0.01 per share	12/15/2010	<u>S⁽¹⁾</u>	300	D	\$ 117.5	131,996	D
Common stock, par value \$0.01 per share	12/15/2010	<u>S⁽¹⁾</u>	100	D	\$ 117.505	131,896	D
	12/15/2010	<u>S⁽¹⁾</u>	200	D	\$ 117.55	131,696	D

Common stock, par value \$0.01 per share

Common stock, par value \$0.01 per share

12/15/2010

S⁽¹⁾

100

D

\$ 117.5675

131,596

D

Common stock, par value \$0.01 per share

12/15/2010

S⁽¹⁾

100

D

\$ 117.57

131,496

D

Common stock, par value \$0.01 per share

12/15/2010

S⁽¹⁾

100

D

\$ 117.75

131,396

D

Common stock, par value \$0.01 per share

12/15/2010

S⁽¹⁾

700

D

\$ 117.76

130,696

D

Common stock, par value \$0.01 per share

12/15/2010

S⁽¹⁾

100

D

\$ 117.7675

130,596

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)
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	Code	V	(A)	(D)	Date	Expiration	Title	Amount
					Exercisable	Date		or Number of Shares
Employee Stock Option (right to buy)							Common stock, par value \$0.01 per share	10,000
\$ 16					<u>(2)</u>	08/10/2015		
	M ⁽¹⁾			10,000				

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		Chairman, President, CEO	

Signatures

/s/ Douglas C. Barnard, by power of attorney
12/16/2010

__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 sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on August 30, 2010.
 - (2) 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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