

Barnard Douglas C
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 *
Barnard Douglas C

(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)

11/17/2010

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, General Counsel & Secretary

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	11/17/2010		M	10,000 A \$ 14.83	29,827	D	
Common stock, par value \$0.01 per share	11/17/2010		S	4,183 D \$ 114.12	25,644	D	
	11/17/2010		S	200 D	25,444	D	

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Common stock, par value \$0.01 per share					\$ 114.1247		
Common stock, par value \$0.01 per share	11/17/2010	S	100	D	\$ 114.1248	25,344	D
Common stock, par value \$0.01 per share	11/17/2010	S	200	D	\$ 114.1265	25,144	D
Common stock, par value \$0.01 per share	11/17/2010	S	100	D	\$ 114.13	25,044	D
Common stock, par value \$0.01 per share	11/17/2010	S	100	D	\$ 114.14	24,944	D
Common stock, par value \$0.01 per share	11/17/2010	S	117	D	\$ 114.2	24,827	D
Common stock, par value \$0.01 per share	11/17/2010	S	5,000	D	\$ 116.14	19,827	D
Common stock, par value \$0.01 per share	11/18/2010	M	5,000	A	\$ 14.83	24,827	D
Common stock, par value \$0.01 per share	11/18/2010	S	5,000	D	\$ 120.783	19,827	D

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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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 14.83	11/17/2010		M		10,000		<u>(1)</u>	08/10/2016	Common stock, par value \$0.01 per share	10,000
Employee Stock Option (right to buy)	\$ 14.83	11/18/2010		M		5,000		<u>(1)</u>	08/10/2016	Common stock, par value \$0.01 per share	5,000

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Barnard Douglas C C/O CF INDUSTRIES HOLDINGS, INC. 4 PARKWAY NORTH, SUITE 400 DEERFIELD, IL 60015	VP, General Counsel & Secretary

Signatures

/s/ Douglas C.

Barnard

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, 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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