

Hoker Richard A
Form 4
August 13, 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 *
Hoker Richard A

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)
08/09/2012

___ Director ___ 10% Owner
X Officer (give title below) ___ Other (specify below)
VP and Corporate Controller

(Street)
DEERFIELD, IL 60015

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

6. Individual or Joint/Group Filing(Check Applicable Line)
X 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 Price			
Common stock, par value \$0.01 per share	08/09/2012		M	3,800	A \$ 78.2	12,783	D	
Common stock, par value \$0.01 per share	08/09/2012		M	2,050	A \$ 125.33	14,833	D	
	08/09/2012		M	1,467	A \$ 82.03	16,300	D	

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Common stock, par value \$0.01 per share

Common stock, par value \$0.01 per share

Common stock, par value \$0.01 per share

08/09/2012 M 833 A \$ 81.3 17,133 D

08/09/2012 S 8,150 D \$ 213.1386 8,983 D
(1)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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)	8. Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 78.2	08/09/2012		M	3,800	<u>(2)</u> 11/19/2017	Common stock, par value \$0.01 per share	3,800
Employee Stock Option (right to buy)	\$ 125.33	08/09/2012		M	2,050	<u>(3)</u> 08/11/2018	Common stock, par value \$0.01 per share	2,050
	\$ 82.03	08/09/2012		M	1,467	<u>(4)</u> 08/10/2019		1,467

Employee Stock Option (right to buy)								Common stock, par value \$0.01 per share	
Employee Stock Option (right to buy)	\$ 81.3	08/09/2012		M	833	<u>(5)</u>	08/10/2020	Common stock, par value \$0.01 per share	833

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Hoker Richard A C/O CF INDUSTRIES HOLDINGS, INC. 4 PARKWAY NORTH, SUITE 400 DEERFIELD, IL 60015			VP and Corporate Controller	

Signatures

/s/ Douglas C. Barnard, by power of attorney 08/13/2012

__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 \$212.97 to \$213.19, 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 November 19, 2008, 2009, and 2010.
 - (3) The options vest in three equal installments on August 11, 2009, 2010, and 2011.
 - (4) The options vest in three equal installments on August 10, 2010, 2011, and 2012.
 - (5) The options vest in three equal installments on August 10, 2011, 2012, and 2013.

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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