Wilson Stephen R Form 4 February 16, 2011

FORM 4

subject to

Form 4 or

Check this box

OMB APPROVAL UNITED STATES SECURITIES AND EXCHANGE COMMISSION OMB

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Washington, D.C. 20549

Form 5 obligations may continue. See Instruction

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

1(b).

(Last)

(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

(Middle)

3. Date of Earliest Transaction

(Month/Day/Year)

X Director 10% Owner Other (specify X_ Officer (give title

(Check all applicable)

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

(Street)

(First)

02/15/2011

below) Chairman, President, CEO

6. Individual or Joint/Group Filing(Check

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

Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting

DEERFIELD, IL 60015

(City)	(State)	(Zip) Tal	ole I - Non-	-Derivative	Secu	rities Acquire	ed, Disposed of, o	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. Transactic Code (Instr. 8)	4. SecuritionDisposed (Instr. 3, 4	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 Indirect Beneficial Ownership (Instr. 4)
Common stock, par value \$0.01 per share	02/15/2011		M(1)	20,000	A	\$ 16	150,596	D	
Common stock, par value \$0.01 per share	02/15/2011		M(1)	50,000	A	\$ 16	200,596	D	
	02/15/2011		S(1)	25,328	D		175,268	D	

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Common stock, par value \$0.01 per share					\$ 143.9668 (2)		
Common stock, par value \$0.01 per share	02/15/2011	S <u>(1)</u>	20,292	D	\$ 144.6086 (3)	154,976	D
Common stock, par value \$0.01 per share	02/15/2011	S <u>(1)</u>	11,861	D	\$ 145.8155 (4)	143,115	D
Common stock, par value \$0.01 per share	02/15/2011	S <u>(1)</u>	2,750	D	\$ 146.5102 (5)	140,365	D
Common stock, par value \$0.01 per share	02/15/2011	S <u>(1)</u>	1,852	D	\$ 147.8594 (6)	138,513	D
Common stock, par value \$0.01 per share	02/15/2011	S <u>(1)</u>	1,800	D	\$ 149.325 (7)	136,713	D
Common stock, par value \$0.01 per share	02/15/2011	S <u>(1)</u>	5,400	D	\$ 150.7743 (8)	131,313	D
Common stock, par value \$0.01 per share	02/15/2011	S <u>(1)</u>	717	D	\$ 151.3152 (9)	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. Transactio Code (Instr. 8)	5. Number of on Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Derivative Expiration Date Securities (Month/Day/Year) Acquired (A) or Disposed of (D) (Instr. 3, 4,		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	02/15/2011		M <u>(1)</u>	20,000	(10)	08/10/2015	Common stock, par value \$0.01 per share	20,000
Employee Stock Option (right to buy)	\$ 16	02/15/2011		M <u>(1)</u>	50,000	(10)	08/10/2015	Common stock, par value \$0.01 per share	50,000

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 02/16/2011

**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 on this Form 4 were effected pursuant to a Rule 10b5-1 trading plans adopted by the reporting person on August 30, 2010 and November 30, 2010.

The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$143.3 to \$144.295, 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 the ranges set forth in footnotes (2) through (9) to this Form 4.

Reporting Owners 3

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- (3) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$144.3 to \$145.29, inclusive.
- (4) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$145.3013 to \$146.30, inclusive.
- (5) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$146.31 to \$147.25, inclusive.
- (6) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$147.4 to \$148.26, inclusive.
- (7) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$148.95 to \$149.55, inclusive.
- (8) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$150.25 to \$151.24, inclusive.
- (9) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$151.31 to \$151.34, inclusive.
- (10) 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. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.