Hoker Richard A Form 4 August 13, 2012

FORM 4

OMB APPROVAL

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB 3235-0287 Number:

Check this box if no longer subject to Section 16.

January 31, Expires: 2005

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

Estimated average burden hours per response... 0.5

Form 4 or 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).

(Print or Type Responses)

1. Name and Address of Reporting Person * Hoker Richard A

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to Issuer

Symbol

CF Industries Holdings, Inc. [CF]

(Check all applicable)

(Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year)

Director 10% Owner

VP and Corporate Controller

C/O CF INDUSTRIES HOLDINGS.

(Street)

08/09/2012

_X__ Officer (give title Other (specify below)

INC., 4 PARKWAY NORTH,

SUITE 400

4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check

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) Tab	ole I - Non-	-Derivativ	e Seci	urities Acquir	ed, Disposed of,	or Beneficiall	y 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)	omr Dispo (Instr. 3,	sed of 4 and (A) or		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	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	08/09/2012	M	833	A	\$ 81.3	17,133	D
Common stock, par value \$0.01 per share	08/09/2012	S	8,150	D	\$ 213.1386 (1)	8,983	D

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 proof Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	ative Expiration Date s (Month/Day/Year) l		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)	\$ 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	(3)	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

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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	М	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
- (1) \$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.
- (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. 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.

Reporting Owners 3