

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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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)

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

(Last) (First) (Middle)
C/O CF INDUSTRIES HOLDINGS, INC., 4 PARKWAY NORTH, SUITE 400
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
08/09/2012

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

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)		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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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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)	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

