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Barnard D Form 4	ouglas C									
March 02,	2012									
FOR	M 4		OMB APPROVAL							
Washington, D.C. 20549								OMB Number:	3235-0287	
Check if no lo	this box							Expires:	January 31, 2005	
subject to Section 16. Form 4 or				SECUI	RITIES			Estimated burden ho response	average urs per	
-	tions Theu put	a) of the l	Public U	Jtility Hol	lding Co		nge Act of 1934, of 1935 or Sectio 940	on		
(Print or Typ	e Responses)									
				2. Issuer Name and Ticker or Trading Symbol CF Industries Holdings, Inc. [CF]			5. Relationship of Reporting Person(s) to Issuer			
(Last)	(First) (I	Middle)	3. Date of Earliest Transaction				(Check all applicable)			
(М				(Month/Day/Year) 02/29/2012			Director 10% Owner X Officer (give title Other (specify below) below) Sr. VP, Gen. Counsel & Secty			
	(Street)		4. If Am	mendment, Date Original			6. Individual or Joint/Group Filing(Check			
· · · · · · · · · · · · · · · · · · ·				iled(Month/Day/Year)			Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			
(City)	(State)	(Zip)	Tal	ble I - Non-I	Derivative	Securities A	cquired, Disposed (of, or Beneficia	lly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	any				ties (A) or of (D) 4 and 5) (A)	Securities Beneficially Owned Following Reported	5. Ownership Form: Direct D) or Indirect I) Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code V	Amount	or (D) Price	Transaction(s) (Instr. 3 and 4)			
Reminder: R	Report on a separate line	e for each cl	ass of sec	curities bene	ficially ow	ned directly o	or indirectly.			
					inforr requi	mation cont red to respo ays a curre	spond to the colle- ained in this form ond unless the for ntly valid OMB co	are not m	SEC 1474 (9-02)	
	Tab					sposed of, or convertible s	Beneficially Owned securities)			
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1. Title of
Derivative2.3. Transaction Date3A. Deemed4.5. Number of
TransactionDerivative6. Date Exercisable and
Expiration Date7. Title and Amount of
8. Pr
Underlying Securities

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Security (Instr. 3)	or Exercise Price of Derivative Security		any (Month/Day/Year)	Code (Instr. 8)	Securities Acquired (A or Disposed (D) (Instr. 3, 4, and 5))	(Month/Day/Year)		(Instr. 3 and 4)	
				Code V	' (A) (D) Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Phantom Stock	Ш	02/29/2012		А	5.4516	(1)	<u>(1)</u>	Common stock, par value \$0.01 per share	5.4516	\$

Reporting Owners

Reporting Owner Name / Address		Relationships					
r o m	F		10% Owner	Officer	Other		
Barnard Douglas C C/O CF INDUSTRIES HOLDINGS, INC. 4 PARKWAY NORTH, SUITE 400 DEERFIELD, IL 60015				Sr. VP, Gen. Counsel & Secty			
Signatures							
/s/ Douglas C. Barnard	03/02/2012						

**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).

Each share of phantom stock is the economic equivalent of one share of CF Industries Holdings, Inc. common stock. Shares of phantom(1) stock are payable in cash following the reporting person's termination of employment with CF Industries Holdings, Inc. and may be transferred by the reporting person into an alternative investment account in accordance with the terms of the plan.

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.