Will W Anthony
Form 4
November 13, 2018

# FORM 4

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

OMB APPROVAL

| | |
|---|---|
| OMB Number: | 3235-0287 |
| Expires: | January 31, 2005 |
| Estimated average burden hours per response... | 0.5 |

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 *
Will W Anthony

(Last) (First) (Middle)

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

(Street)

DEERFIELD, IL 60015

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
CF Industries Holdings, Inc. [CF]

3. Date of Earliest Transaction (Month/Day/Year)
11/09/2018

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

__X__ Director _____ 10% Owner
__X__ Officer (give title below) _____ Other (specify below)
President & CEO

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ Form filed by One Reporting Person
___ Form filed by More than One Reporting Person

**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 Indirect Beneficial Ownership (Instr. 4) |
|---|---|---|---|---|---|---|---|---|---|---|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| Common stock, par value $0.01 per share | 11/09/2018 | | M | | 33,500 | A | $ 16.406 | 359,372 | D | |
| Common stock, par value $0.01 per share | 11/09/2018 | | M | | 34,000 | A | $ 13.408 | 393,372 | D | |
| | 11/09/2018 | | M | | 37,000 | A | $ 16.26 | 430,372 | D | |

| | | | | | | | | |
|---|---|---|---|---|---|---|---|---|
| Common stock, par value $0.01 per share | | | | | | | | |
| Common stock, par value $0.01 per share | 11/09/2018 | | F | 46,294 (1) | D | $ 52.22 (2) | 384,078 | D |

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.**

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 Am Underlying Sec (Instr. 3 and 4) | |
|---|---|---|---|---|---|---|---|---|---|---|---|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | A N S |
| Employee Stock Option (right to buy) | $ 16.406 (3) | 11/09/2018 | | M | | | 33,500 | (3) | 08/10/2019 | Common Stock, par value $0.01 per share | |
| Employee Stock Option (right to buy) | $ 13.408 (4) | 11/09/2018 | | M | | | 34,000 | (4) | 05/25/2020 | Common Stock, par value $0.01 per share | |
| Employee Stock Option (right to buy) | $ 16.26 (5) | 11/09/2018 | | M | | | 37,000 | (5) | 08/10/2020 | Common Stock, par value $0.01 per share | |
| Phantom Stock | (6) | 11/09/2018 | | I | | 1,563.953 | | (6) | (6) | Common Stock, par value $0.01 per share | |

# Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---|---|---|---|
| | Director | 10% Owner | Officer | Other |
| Will W Anthony<br>C/O CF INDUSTRIES HOLDINGS, INC.<br>4 PARKWAY NORTH, SUITE 400<br>DEERFIELD, IL 60015 | X | | President & CEO | |

# Signatures

| | |
|---|---|
| /s/ Douglas C. Barnard | 11/13/2018 |
| **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 reporting person exercised three options in full as set forth in Table II and, in accordance with the terms of the 2009 Equity and Incentive Plan under which the options were granted, the reporting person elected to satisfy the aggregate exercise price and withholding tax obligation associated with the exercise by (a) delivering cash from personal funds in the aggregate amount of $895,124.69 and (b) the company withholding shares having a fair market value equal to the remaining exercise price and tax withholding obligation. As a result, the reporting person acquired 58,206 shares of stock (net of the shares withheld). |
| **(2)** | Pursuant to the 2009 Equity and Incentive Plan, the fair market value of shares withheld to satisfy the exercise price and withholding obligation was calculated as the closing reported sales price per share on the New York Stock Exchange on the exercise date (November 9, 2018). |
| **(3)** | This employee stock option was last reported as covering 6,700 shares of common stock at an exercise price of $82.03, but has been adjusted to reflect the 5-for-1 stock split that occurred on June 17, 2015. The option vested in three equal installments on August 10, 2010, 2011 and 2012. |
| **(4)** | This employee stock option was last reported as covering 6,800 shares of common stock at an exercise price of $67.04, but has been adjusted to reflect the 5-for-1 stock split that occurred on June 17, 2015. The option vested on May 25, 2013. |
| **(5)** | This employee stock option was last reported as covering 7,400 shares of common stock at an exercise price of $81.30, but has been adjusted to reflect the 5-for-1 stock split that occurred on June 17, 2015. The option vested in three equal installments on August 10, 2011, 2012 and 2013. |
| **(6)** | Each share of phantom stock is the economic equivalent of one share of CF Industries Holdings, Inc. common stock. Shares of phantom 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.