

O'Brien Rosemary L
 Form 3
 February 13, 2018

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â O'Brien Rosemary L | | (Month/Day/Year) | CF Industries Holdings, Inc. [CF] | |
| (Last) | (First) | (Middle) | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| C/O CF INDUSTRIES HOLDINGS, INC.,Â 4 PARKWAY NORTH, SUITE 400 | | 02/07/2018 | (Check all applicable) | |
| (Street) | | | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) VP, Public Affairs | |
| DEERFIELD,Â ILÂ 60015 | | | 6. Individual or Joint/Group Filing(Check Applicable Line) | |
| (City) | (State) | (Zip) | <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person | |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|---|--|---|
| Common stock, par value \$0.01 per share | 30,473 | D | Â |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security | 4. Conversion or Exercise | 5. Ownership Form of | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|--|---------------------------|----------------------|---|
|--|--|--|---------------------------|----------------------|---|

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| | Date Exercisable | Expiration Date | (Instr. 4) Title | Amount or Number of Shares | Price of Derivative Security | Derivative Security: Direct (D) or Indirect (I) (Instr. 5) | |
|--------------------------------------|------------------|-----------------|--|----------------------------|------------------------------|--|---|
| Employee Stock Option (right to buy) | Â <u>(1)</u> | 08/11/2018 | Common stock, par value \$0.01 per share | 6,200 | \$ 25.066 | D | Â |
| Employee Stock Option (right to buy) | Â <u>(2)</u> | 08/10/2019 | Common stock, par value \$0.01 per share | 5,000 | \$ 16.406 | D | Â |
| Employee Stock Option (right to buy) | Â <u>(3)</u> | 08/10/2020 | Common stock, par value \$0.01 per share | 8,500 | \$ 16.26 | D | Â |
| Employee Stock Option (right to buy) | Â <u>(4)</u> | 08/10/2021 | Common stock, par value \$0.01 per share | 5,700 | \$ 29.918 | D | Â |
| Employee Stock Option (right to buy) | Â <u>(5)</u> | 08/10/2022 | Common stock, par value \$0.01 per share | 6,100 | \$ 41.59 | D | Â |
| Employee Stock Option (right to buy) | Â <u>(6)</u> | 08/12/2023 | Common stock, par value \$0.01 per share | 11,100 | \$ 38.024 | D | Â |
| Employee Stock Option (right to buy) | Â <u>(7)</u> | 03/03/2024 | Common stock, par value \$0.01 per share | 16,450 | \$ 51.174 | D | Â |
| Employee Stock Option (right to buy) | Â <u>(8)</u> | 03/03/2025 | Common stock, par value \$0.01 per share | 12,865 | \$ 62.246 | D | Â |
| | Â <u>(9)</u> | 03/03/2026 | | 23,410 | \$ 36.19 | D | Â |

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| | | | | | | | | |
|---|--------|------------|--|--|--------|----------|---|---|
| Employee Stock Option (right to buy) | | | | Common stock, par value \$0.01 per share | | | | |
| Employee Stock Option (right to buy) | Â (10) | 03/03/2027 | | Common stock, par value \$0.01 per share | 29,370 | \$ 30.95 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|----------------------|-------|
| | Director | 10% Owner | Officer | Other |
| O'Brien Rosemary L C/O CF INDUSTRIES HOLDINGS, INC. 4 PARKWAY NORTH, SUITE 400 DEERFIELD, IL 60015 | Â | Â | Â VP, Public Affairs | Â |

Signatures

/s/ Douglas C. Barnard, by power of attorney
Date: 02/09/2018

**Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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 options vested in three equal installments on August 11, 2009, 2010, and 2011.
 - (2) The options vested in three equal installments on August 10, 2010, 2011, and 2012.
 - (3) The options vested in three equal installments on August 10, 2011, 2012, and 2013.
 - (4) The options vested in three equal installments on August 10, 2012, 2013, and 2014.
 - (5) The options vested in three equal installments on August 10, 2013, 2014, and 2015.
 - (6) The options vested in three equal installments on August 12, 2014, 2015, and 2016.
 - (7) The options vested in three equal installments on March 3, 2015, 2016, and 2017.
 - (8) The options vest in three equal installments on March 3, 2016, 2017, and 2018.
 - (9) The options vest in three equal installments on March 3, 2017, 2018, and 2019.
 - (10) The options vest in three equal installments on March 3, 2018, 2019, and 2020.

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Remarks:

Exhibit List: Exhibit 24 - Power of Attorney

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure.
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