JOHNSON JOHN D

Form 3

August 22, 2005

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 *

JOHNSON JOHN D

(Last)

(First)

(Middle)

Statement

(Month/Day/Year)

08/18/2005

2. Date of Event Requiring 3. Issuer Name and Ticker or Trading Symbol

CF Industries Holdings, Inc. [CF]

4. Relationship of Reporting Person(s) to Issuer

5. If Amendment, Date Original

Filed(Month/Day/Year)

C/O CF INDUSTRIES HOLDINGS, INC., ONE SALEM LAKE DRIVE

(Street)

10% Owner _X_ Director Officer Other

(give title below) (specify below)

(Check all applicable)

6. Individual or Joint/Group

Filing(Check Applicable Line) _X_ Form filed by One Reporting

Person

Form filed by More than One

Reporting Person

LONG GROVE, ILÂ 60047

(State)

(City)

(Zip)

1. Title of Security (Instr. 4)

2. Amount of Securities

Beneficially Owned

(Instr. 4)

3.

Ownership

Table I - Non-Derivative Securities Beneficially Owned

4. Nature of Indirect Beneficial Ownership

(Instr. 5)

Form: Direct (D)

or Indirect (I) (Instr. 5)

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**

5. 4 Conversion Ownership or Exercise Form of

6. Nature of Indirect Beneficial Ownership (Instr. 5)

(Instr. 4)

Expiration Title Amount or Date Exercisable Date

Derivative Security Number of

Price of

Security: Direct (D)

Derivative

Shares

or Indirect
(I)
(Instr. 5)

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other
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JOHNSON JOHN D C/O CF INDUSTRIES HOLDINGS, INC. ONE SALEM LAKE DRIVE LONG GROVE, ILÂ 60047

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Signatures

/s/ Douglas C. Barnard, by power of attorney 08/19/2005

**Signature of Reporting Person Date

Explanation of Responses:

No securities are beneficially owned

- * 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).

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.

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