Edgar Filing: TERRA INDUSTRIES INC - Form 4

TERRA IND	USTRIES INC										
Form 4											
August 02, 2											
FORM	$ 4 _{\text{UNITEDS}}$	TATES	SECUE	TTIES A	ND FYC	HAN	JCF (OMMISSION		PPROVAL	
	UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549							201011011051010	OMB Number:	3235-0287	
Check thi if no long subject to Section 10 Form 4 or	er STATEM 6.	ENT O	F CHAN	Expires: January 3 200 Estimated average burden hours per response 0							
Form 5 obligatior may conti <i>See</i> Instru 1(b).	ility Hold	response of the Securities Exchange Act of 1934, Holding Company Act of 1935 or Section ment Company Act of 1940									
(Print or Type R	Responses)										
1. Name and Address of Reporting Person <u>*</u> MEYER FRANCIS G			2. Issuer Name and Ticker or Trading Symbol TERRA INDUSTRIES INC [TRA]					5. Relationship of Reporting Person(s) to Issuer			
(Last)	(First) (M	iddle)	3. Date of Earliest Transaction					(Chec	k all applicable	e)	
600 FOURTH STREET, P.O. BOX 6000			(Month/Day/Year) 07/29/2005					Director 10% Owner X Officer (give title Other (specify below) below) SVP and CFO			
SIOUX CIT	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			
(City)	(State) (State)	Zip)	Table	e I - Non-D	erivative S	ecurit	ties Acq	uired, Disposed of	, or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	Execution any	med on Date, if Day/Year)	3. 4. Securities Acquired Transaction(A) or Disposed of Code (D) (Instr. 8) (Instr. 3, 4 and 5)			SecuritiesIBeneficially0Owned1Following0Reported1Transaction(s)1	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)			
Common Stock				Code V	Amount	or (D)	Price	(Instr. 3 and 4) 25,939	I	By Trustee for Terra's 401(k) Plan	
Common Stock (1)	07/29/2005			А	65,000	А	\$0	388,560	D		

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

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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. Transactio Code (Instr. 8)	5. orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	Amou Unde Secur	le and unt of rlying tities . 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secu Bene Owne Follo Repo Trans (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships							
	Director	10% Owner	Officer	Other				
MEYER FRANCIS G 600 FOURTH STREET P.O. BOX 6000 SIOUX CITY, IA 51102-6000			SVP and CFO					
Signatures								
Mark A. Kalafut, Attorney-in-fact	0	8/02/2005						
**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) 65,000 Restricted Shares granted pursuant to Terra Industries Inc. Stock Incentive Plan of 2002; 32,500 shares are time-based and will vest on 7/30/08 and 32,500 shares are performance based (for the period ending 12/31/07)

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.