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TERRA INDUSTRIES INC

Form 8-K October 28, 2004

UNITED STATES SECURITIES AND EXCHANGE COMMISSION WASHINGTON, DC 20549

FORM 8-K

CURRENT REPORT

PURSUANT TO SECTION 13 OR 15(D) OF THE SECURITIES EXCHANGE ACT OF 1934

Date of report (Date of earliest event reported): October 28, 2004

TERRA INDUSTRIES INC.

(Exact name of registrant as specified in its charter)

Maryland 1-8520 52-1145429
(State or other jurisdiction (Commission File Number) (IRS Employer of incorporation) Identification No.)

Terra Centre 600 Fourth Street, P.O. Box 6000 Sioux City, Iowa 51102-6000 (712) 277-1340

(Address of Principal Executive Offices, including Zip Code)
(Registrant's Telephone Number, Including Area Code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- |_| Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- |_| Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- |_| Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- |_| Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

ITEM 2.02 RESULTS OF OPERATIONS AND FINANCIAL CONDITION.

On October 28, 2004, Terra Industries Inc. issued a press release setting forth Terra Industries Inc.'s third quarter 2004 earnings. A copy of the press release is furnished herewith as Exhibit 99.1.

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ITEM 9.01. FINANCIAL STATEMENTS AND EXHIBITS.

(c) Exhibits

Exhibit Number Description

99.1 Press Release issued October 28, 2004 reporting third quarter results.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the Registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

TERRA INDUSTRIES INC.

/s/ Mark A. Kalafut

Mark A. Kalafut

Vice President, General Counsel and

Corporate Secretary

Date: October 28, 2004