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TERRA INDUSTRIES INC
Form 425
November 19, 2009

Filed by CF Industries Holdings, Inc.

(Commission File No. 333-157462)

Pursuant to Rule 425 under the Securities Act of 1933

and deemed filed pursuant to Rule 14a-6(j)

of the Securities Exchange Act of 1934

Subject Company:

Terra Industries Inc.

On November 19, 2009, CF Industries Holdings, Inc. issued the following press release:

CF INDUSTRIES URGES TERRA INDUSTRIES STOCKHOLDERS TO VOTE THE BLUE PROXY CARD TODAY

DEERFIELD, IL, November 19, 2009 CF Industries Holdings, Inc. (NYSE: CF) today issued the following letter to the stockholders of Terra Industries Inc. (NYSE: TRA).

Dear Terra Industries Stockholder:

Terra's annual meeting is tomorrow - this is your final opportunity to voice your support for CF Industries' director nominees and receive a **substantial premium** for your Terra shares. CF Industries has no doubt that your shares would decline significantly in value should our directors fail to get elected.

CF Industries is offering you **more than \$40 for each share of Terra common stock you own**. Your vote is the only way to support CF Industries' proposal to acquire Terra and create a leader in the global nitrogen fertilizer industry. The rationale for this premium transaction is well understood by Terra, who first proposed this combination.

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CF Industries urges you to vote **FOR** CF Industries' three highly qualified, independent director nominees listed on the **BLUE** proxy card, who are committed to acting in your best interests. Vote for CF Industries' director nominees to receive a significant premium including stock in a company that has a proven track record of generating shareholder value. Your vote is the key to making this combination happen *in your best interests* and to receiving *full and fair value* for your Terra shares. We are offering you certainty of value and there is no guarantee that there will be another opportunity in the future for you to receive such a premium for your shares. Vote on the **BLUE** proxy card **TODAY**.

The Nation's Leading Proxy Advisory Firm, RiskMetrics, Recommends that Terra Stockholders Vote FOR Election of All Three of CF Industries' Nominees to Terra's Board

RiskMetrics Group's ISS Governance Services (RMG) is the nation's leading independent proxy advisory firm. They advise thousands of institutional investors, mutual funds and pension funds that rely on them to provide them with recommendations that are in the best interests of stockholders. Based on their independent analysis, RMG recommends that Terra Industries' stockholders vote FOR the election of CF Industries' three nominees to Terra's board of directors. This recommendation further underscores that CF Industries' offer to acquire Terra Industries is in the best interests of Terra stockholders and that you should vote on the BLUE proxy card TODAY to support the combination and receive a significant premium.

NOW IS THE TIME TO PUT THESE TWO GREAT COMPANIES TOGETHER

The strategic benefits of combining these two great companies are undeniable. CF Industries believes that the opportunity to create shareholder value is clear and that both sets of stockholders, boards and management teams understand the compelling strategic rationale of the business combination. CF Industries has committed financing and our offer is not subject to a financing condition or to the approval of CF Industries stockholders. We have satisfied all antitrust regulatory conditions that are required to close the transaction. We are offering you more than \$40 per share, a substantial 40% premium to what we believe would be the price at which Terra common stock would be trading without takeover speculation. In summary, we are ready to move forward and close this transaction promptly at an extremely compelling price for your Terra shares.

VOTE FOR OUR THREE NOMINEES TODAY ON THE BLUE PROXY CARD

Choose the opportunity to receive a substantial premium for your shares and do not risk seeing the value of your shares decline significantly. We urge you to vote for CF Industries' three nominees - John N. Lilly, David A. Wilson, and Irving B. Yoskowitz - on the **BLUE** proxy card **TODAY** and voice your support for a premium transaction that provides you with significant value.

Sincerely,

Stephen R. Wilson

Chairman, President, and CEO

CF Industries Holdings, Inc.

TIME IS SHORT AND YOUR VOTE IS IMPORTANT!

To ensure that your vote is represented at the meeting, we urge you to vote TODAY by Internet or telephone by following the simple instructions on the BLUE proxy card

If you have questions about how to vote your shares on the BLUE proxy card, or need additional assistance, please contact the firm assisting us in the solicitation of proxies:

INNISFREE M&A INCORPORATED

Stockholders Call Toll-Free: (877) 456-3507

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Banks and Brokers Call Collect: (212) 750-5833

Morgan Stanley and Rothschild are acting as financial advisors and Skadden, Arps, Slate, Meagher & Flom LLP is acting as legal counsel to CF Industries.

Additional information for Investors, Employees, Customers and the Agribusiness Community is available at www.transactioninfo.com/cfindustries or www.cfindustries.com.

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Innisfree M&A Incorporated

About CF Industries

CF Industries Holdings, Inc., headquartered in Deerfield, Illinois, is the holding company for the operations of CF Industries, Inc. CF Industries, Inc. is a major producer and distributor of nitrogen and phosphate fertilizer products. CF Industries operates world-scale nitrogen fertilizer plants in Donaldsonville, Louisiana and Medicine Hat, Alberta, Canada; conducts phosphate mining and manufacturing operations in Central Florida; and distributes fertilizer products through a system of terminals, warehouses, and associated transportation equipment located primarily in the Midwestern United States. The company also owns a 50 percent interest in KEYTRADE AG, a global fertilizer trading organization headquartered near Zurich, Switzerland. Additional information on CF Industries is found on the company's website at www.cfindustries.com.

Additional Information

This communication is neither an offer to sell or the solicitation of an offer to buy any securities, nor is it a substitute for the prospectus/proxy statement CF Industries Holdings, Inc. ("CF Industries") would file with the Securities and Exchange Commission (the "SEC") regarding the proposed transaction with Terra Industries Inc. ("Terra") if such a negotiated transaction is reached or for any other document which CF Industries may file with the SEC and send to CF Industries or Terra stockholders in connection with the proposed transaction. **INVESTORS AND SECURITY HOLDERS OF CF INDUSTRIES AND TERRA ARE URGED TO READ ANY SUCH DOCUMENTS FILED WITH THE SEC CAREFULLY IN THEIR ENTIRETY IF AND WHEN THEY BECOME AVAILABLE BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION ABOUT THE PROPOSED TRANSACTION.**

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Investors and security holders will be able to obtain free copies of any documents filed by CF Industries with the SEC through the web site maintained by the SEC at www.sec.gov. Free copies of any such documents can also be obtained by calling Innisfree M&A Incorporated toll-free at (877) 456-3507.

CF Industries and its directors and executive officers will be participants in any solicitation of proxies from Terra stockholders in respect of the proposed transaction with Terra. Information regarding CF Industries' directors and executive officers is available in the supplement to its proxy statement for its 2009 annual meeting of stockholders, which was filed with the SEC on April 7, 2009, and a description of their direct and indirect interests in such solicitation, by security holdings or otherwise, will be contained in the proxy statement/prospectus filed in connection with the proposed transaction with Terra.

Safe Harbor Statement

Certain statements contained in this communication may constitute forward-looking statements. All statements in this communication, other than those relating to historical information or current condition, are forward-looking statements. These forward-looking statements are subject to a number of risks and uncertainties, many of which are beyond our control, which could cause actual results to differ materially from such statements. Risks and uncertainties relating to the proposed transaction include: Terra's failure to accept CF Industries proposal and enter into definitive agreements to effect the transaction; our ability to obtain shareholder and other approvals on the proposed terms and schedule; uncertainty of the expected financial performance of CF Industries following completion of the proposed transaction; CF Industries' ability to achieve the cost-savings and synergies contemplated by the proposed transaction within the expected time frame; CF Industries' ability to promptly and effectively integrate the businesses of Terra and CF Industries; and disruption from the proposed transaction making it more difficult to maintain relationships with customers, employees or suppliers. Additional risks and uncertainties include: the relatively expensive and volatile cost of North American natural gas; the cyclical nature of our business and the agricultural sector; changes in global fertilizer supply and demand and its impact on the selling price of our products; the nature of our products as global commodities; intense global competition in the consolidating markets in which we operate; conditions in the U.S. agricultural industry; weather conditions; our inability to accurately predict seasonal demand for our products; the concentration of our sales with certain large customers; the impact of changing market conditions on our forward pricing program; the reliance of our operations on a limited number of key facilities; the significant risks and hazards against which we may not be fully insured; reliance on third party transportation providers; unanticipated adverse consequences related to the expansion of our business; our inability to expand our business, including the significant resources that could be required; potential liabilities and expenditures related to environmental and health and safety laws and regulations; our inability to obtain or maintain required permits and governmental approvals or to meet financial assurance requirements; acts of terrorism; difficulties in securing the supply and delivery of raw materials we use and increases in their costs; losses on our investments in securities; loss of key members of management and professional staff; the international credit crisis and global recession; credit losses from counterparties to our natural gas swap contracts due to the credit and economic crisis; and the other risks and uncertainties included from time to time in our filings with the SEC. Except as required by law, we undertake no obligation to update or revise any forward-looking statements.

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