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Greenwell D	aniel D										
Form 4 July 17, 2009)										
	_								OMB AF	PROVAL	
FORM	UNITED	STATES S		ITIES A hington,			NGE C	COMMISSION	OMB Number:	3235-0287	
Check thi if no long subject to Section 1 Form 4 or		F CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES						Lanuary 31Expires:2005Estimated averageburden hours perresponse0.5			
Form 5 obligations may continue.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 19401(b).30(h) of the Investment Company Act of 1940											
(Print or Type R	Responses)										
			2. Issuer Name and Ticker or Trading Symbol TERRA INDUSTRIES INC [TRA]					5. Relationship of Reporting Person(s) to Issuer			
(Last)	(First) (N			Earliest Tra			····,	(Checl	k all applicable		
			(Month/Day/Year) 07/15/2009					Director 10% Owner X Officer (give title Other (specify below) below) Sr. VP and CFO			
Filed(Mor				endment, Date Original nth/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 			
SIOUX CIT	Y, IA 51102-600	0						Person		porting	
(City)	(State) ((Zip)	Table	e I - Non-D	erivative	Secur	ities Acq	uired, Disposed of	, or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemo Execution any (Month/Da	Date, if	3. Transactio Code (Instr. 8) Code V	(Instr. 3,	spose	d of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		
Common Stock					Tinount			1,626	I	By Trustee for Terra's 401(k) Plan.	
Common Stock	07/15/2009			А	9,700	А	\$ 26.71	101,953	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. Transact Code (Instr. 8)	5. of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	;	Date	Unde Secur	unt of rlying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur 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				
Greenwell Daniel D 600 FOURTH STREET P.O. BOX 6000 SIOUX CITY, IA 51102-6000			Sr. VP and C	CFO				
Signatures								
John W. Huey, by Power of Att Greenwell	07/17/2009							
<u>**</u> Signature of Repo		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).

Remarks:

This award consists of restricted common stock which will vest on July 16, 2012.

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.