

TERRA INDUSTRIES INC  
Form 8-K  
January 16, 2009

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 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): January 16, 2009**

**TERRA INDUSTRIES INC.**

(Exact name of registrant as specified in its charter)

**Maryland**

(State or other Jurisdiction of  
Incorporation)

**1-8520**

(Commission File Number)

**52-1145429**

(IRS Employer Identification No.)

**Terra Centre**

**600 Fourth Street, P.O. Box 6000**

**Sioux City, Iowa**

(Address of Principal Executive Offices)

**51102-6000**

(Zip Code)

Registrant's telephone number, including area code: **(712) 277-1340**

(Former name or former address if changed since last report.)

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:

- 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 8.01 OTHER EVENTS**

On January 16, 2009, Terra Industries Inc. (“Terra”) confirmed by press release receipt of an unsolicited proposal from CF Industries Holdings, Inc. to acquire Terra for a fixed exchange ratio of 0.4235 CF Industries shares for each Terra common share. A copy of the press release is filed herewith as Exhibit 99.1.

**ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS.**

(c) Exhibit

99.1 Press Release issued January 16, 2009, confirming receipt of an unsolicited proposal from CF Industries Holdings, Inc. to acquire Terra.

**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/ John W. Huey  
John W. Huey  
*Vice President, General Counsel and  
Corporate Secretary*

Date: January 16, 2009

**EXHIBIT INDEX**

Exhibit Number	Description
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