

SECURITIES AND EXCHANGE COMMISSION

FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2013-03-04** | Period of Report: **2013-02-28**
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REPORTING OWNER

BAILEY COLEY L

CIK: **1195239**

Type: **4** | Act: **34** | File No.: **033-43007** | Film No.: **13661693**

ISSUER

TERRA NITROGEN CO L P /DE

CIK: **879575** | IRS No.: **731389684** | State of Incorporation: **DE** | Fiscal Year End: **1231**
SIC: **2870** Agricultural chemicals

Mailing Address

*4 PARKWAY NORTH, SUITE
400
DEERFIELD IL 60015*

Business Address

*4 PARKWAY NORTH, SUITE
400
DEERFIELD IL 60015
(847) 405-2400*

FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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 1940

1. Name and Address of Reporting Person BAILEY COLEY L			2. Issuer Name and Ticker or Trading Symbol TERRA NITROGEN CO L P /DE [TNH]		5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)	
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 02/28/2013			
C/O TERRA NITROGEN COMPANY, L.P., 4 PARKWAY NORTH, SUITE 400						
(Street)			4. If Amendment, Date Original Filed(Month/Day/Year)		6. Individual or Joint/Group Filing (Check applicable line) <input checked="" type="checkbox"/> Form Filed by One Reporting Person <input type="checkbox"/> Form Filed by More than One Reporting Person	
DEERFIELD, IL 60015						
(City)	(State)	(Zip)				

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)			

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. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Phantom Units	\$ 0	02/28/2013		A		48.31		(1)	(1)	Phantom Units	48.31	\$234.5	3,581.97	D	
Phantom Units	\$ 0	02/28/2013		A		6.39		(2)	(2)	Phantom Units	6.39	\$234.5	3,588.36	D	

Explanation of Responses:

1. The phantom units represent cash distribution equivalents pursuant to the compensation plan for outside directors. These phantom units vest immediately and are settled in cash after the reporting person ceases to be a director of the issuer.

2. The phantom units represent cash distribution equivalents pursuant to the compensation plan for outside directors. These phantom units will vest and be settled in cash on January 31, 2014, unless deferred at the reporting person's option and subject to the reporting person's continued service as a director at the time of vesting. Vested deferred phantom units are settled in cash after the reporting person ceases to be a director of the issuer.

Signatures

/s/ Douglas C. Barnard, by power of attorney

** Signature of Reporting Person

03/04/2013

Date

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

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.