POTASH CORP OF SASKATCHEWAN INC
Form 8-K
January 27, 2011

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
January 26, 2011
(Date of earliest event reported)

Potash Corporation of Saskatchewan Inc.
(Exact name of registrant as specified in its charter)

Canada	**1-10351**	**Not Applicable**
(State or other jurisdiction of incorporation)	(Commission File Number)	(IRS Employer Identification No.)

122 1st Avenue South
Saskatoon, Saskatchewan, Canada S7K 7G3
(Address of principal executive offices, including zip code)
306 / 933-8500
(Registrant s telephone number, including area code)
Not Applicable
(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 (see General Instruction A.2.):

o Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

o Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

o 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 January 27, 2011, Potash Corporation of Saskatchewan Inc. (the Corporation) issued a news release announcing its financial results for the fourth quarter ended December 31, 2010. A copy of the news release is attached as Exhibit 99.1.

The information contained in this Item 2.02, including Exhibit 99.1, shall not be deemed filed for purposes of Section 18 of the Securities Exchange Act of 1934, or incorporated by reference in any filing under the Securities Act of 1933, or the Securities Exchange Act of 1934, except as shall be expressly set forth by specific reference in any such filing.

Item 8.01 Other Events

On January 26, 2011, the Corporation announced that its Board of Directors declared a three-for-one stock split (the Stock Split) of the Corporation s outstanding common shares, which will be payable in the form of a stock dividend on February 24, 2011 to common shareholders of record at the close of business on February 16, 2011. A copy of the Corporation s news release announcing the Stock Split is attached hereto as Exhibit 99.2.

Pursuant to Rule 416(b) of the Securities Act of 1933, as amended (the Securities Act), the Corporation s Registration Statements on Form S-8 (File Nos. 33-37855, 333-19215, 333-53531, 333-75742, 333-75744, 333-113945, 333-124677 and 333-151942) are hereby amended to provide that the number of common shares registered thereunder are deemed to cover an indeterminate number of additional common shares that may result from subdivisions, consolidations or reclassifications of the Corporation s common shares, the payment of share dividends by the Corporation, or other relevant changes in the capital of the Corporation, including the Stock Split.

Item 9.01 Financial Statements and Exhibits

Exhibit Number	Exhibit Description
99.1	News release, dated January 27, 2011, issued by Potash Corporation of Saskatchewan Inc.
99.2	News release, dated January 26, 2011, issued by Potash Corporation of Saskatchewan Inc.

SIGNATURE

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

POTASH CORPORATION OF SASKATCHEWAN INC.

By: /s/ Joseph Podwika
Name: Joseph Podwika
Title: Senior Vice President, General Counsel and Secretary

Dated: January 27, 2011

Index to Exhibits

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