

POTASH CORP OF SASKATCHEWAN INC

Form 424B5

November 22, 2010

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The information in this preliminary prospectus supplement is not complete and may be changed. This preliminary prospectus supplement and the accompanying prospectus are part of an effective registration statement filed with the Securities and Exchange Commission under the Securities Act of 1933. We are not using this preliminary prospectus supplement and the accompanying prospectus to offer to sell these securities or to solicit offers to buy these securities in any place where the offer or sale is not permitted.

**Filed Pursuant to Rule 424(b)(5)
Registration No. 333-167833**

**Subject to Completion
Preliminary Prospectus Supplement dated November 22, 2010**

PROSPECTUS SUPPLEMENT

(To Prospectus dated June 28, 2010)

\$

Potash Corporation of Saskatchewan Inc.

\$ % Notes due

\$ % Notes due

Potash Corporation of Saskatchewan Inc. is offering \$ million aggregate principal amount of % Notes due and \$ million aggregate principal amount of % Notes due . Interest on the notes will be paid semi-annually in arrears on and of each year, beginning on , 2011. The Notes due will mature on , , and the Notes due will mature on , .

We may redeem the notes of either series in whole or in part at any time and from time to time at the applicable redemption price described under Description of the Notes Optional Redemption in this prospectus supplement. If a Change of Control Triggering Event (as defined herein) occurs with respect to a particular series of notes, we will be required to offer to purchase such series of notes from holders on the terms described in this prospectus supplement.

The notes will be our senior unsecured obligations and will rank equally with our existing and future unsecured senior indebtedness. The notes of each series will be issued only in registered book-entry form and in denominations of \$2,000 and integral multiples of \$1,000 in excess thereof.

Investing in the notes involves risks. See Risk Factors beginning on page S-6 of this prospectus supplement.

	Per Note due	Total	Per Note due	Total
Public offering price(1)	%	\$	%	\$
Underwriting discounts	%	\$	%	\$

Proceeds, before expenses, to PotashCorp(1) % \$ % \$

(1) Plus accrued interest from , 2010, if settlement occurs after that date.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or determined if this prospectus supplement or the accompanying prospectus is truthful or complete. Any representation to the contrary is a criminal offense.

The underwriters expect to deliver the notes to investors on or about , 2010 only in book-entry form through the facilities of The Depository Trust Company.

Joint Book-Running Managers

BofA Merrill Lynch

Goldman, Sachs & Co.

Morgan Stanley

RBC Capital Markets

Scotia Capital

The date of this prospectus supplement is , 2010

You should rely only on the information contained or incorporated by reference in this prospectus supplement and the accompanying prospectus. We have not, and the underwriters have not, authorized anyone to provide you with different information. We are not making an offer of these securities in any jurisdiction where the offer or sale is not permitted. You should assume that the information contained or incorporated by reference in this prospectus supplement and the accompanying prospectus is accurate as of the date on the front cover of this prospectus supplement only. Our business, financial condition, results of operations and prospects may have changed since that date.

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Prospectus

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ABOUT THIS PROSPECTUS SUPPLEMENT

This document is in two parts. The first part is this prospectus supplement, which contains the terms of this offering of notes. The second part is the prospectus dated June 28, 2010, which is part of our Registration Statement on Form S-3 (Registration No. 333-167833).

This prospectus supplement may add to, update or change the information in the accompanying prospectus. If information in this prospectus supplement is inconsistent with information in the accompanying prospectus, this prospectus supplement will apply and will supersede that information in the accompanying prospectus.

It is important for you to read and consider all information contained or incorporated by reference in this prospectus supplement and the accompanying prospectus in making your investment decision. You should also read and consider the information in the documents to which we have referred you in *Where You Can Find More Information* in this prospectus supplement.

These securities will not be offered or sold in Canada or to any individual or company in Canada in contravention of the securities laws of Canada or any province or territory thereof. Each underwriter has agreed that it will not distribute any material related to these securities in Canada in contravention of the securities laws of Canada or any province or territory thereof.

To the extent any underwriter that is not a U.S.-registered broker-dealer intends to effect sales of notes in the United States, it will do so through one or more U.S.-registered broker-dealers in accordance with the applicable U.S. securities laws and regulations.

Except as otherwise indicated, all references in this prospectus supplement to *we*, *us*, *our*, *PotashCorp* and the *Company* refer to Potash Corporation of Saskatchewan Inc. and its consolidated subsidiaries.

PRESENTATION OF FINANCIAL INFORMATION

We present our financial statements in U.S. dollars and in accordance with accounting principles generally accepted in Canada, or Canadian GAAP. For a discussion of certain significant differences between Canadian GAAP and accounting principles generally accepted in the United States, or U.S. GAAP, as they relate to us, we refer you to Note 31 to our audited consolidated financial statements as of and for the fiscal year ended December 31, 2009 and Note 17 to our unaudited interim condensed consolidated financial statements as of and for the nine months ended September 30, 2010, which are incorporated by reference into this prospectus supplement from our Annual Report on Form 10-K for the fiscal year ended December 31, 2009 and our Quarterly Report on Form 10-Q for the quarterly period ended September 30, 2010, respectively.

All references to *\$* and *dollars* in this prospectus supplement and the accompanying prospectus are to United States dollars and, except where noted, all financial information is presented in accordance with Canadian GAAP.

Except where noted, all references to per-share amounts pertain to diluted net income per share.

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FORWARD-LOOKING STATEMENTS

This prospectus supplement, the accompanying prospectus and the documents we incorporate by reference in this prospectus supplement and the accompanying prospectus contain forward-looking statements within the meaning of the U.S. Private Securities Litigation Reform Act of 1995 that relate to future events or our future financial performance. Statements containing words such as anticipate, believe, could, estimate, expect, intend, may, similar expressions constitute forward-looking statements. These statements are based on certain factors and assumptions as set forth in this prospectus supplement and the accompanying prospectus and the documents incorporated by reference herein and therein, including expectations regarding foreign exchange rates, results of operations, business prospects, growth and opportunities, and effective income tax rates. We consider these factors and assumptions to be reasonable based on information currently available.

We disclaim any obligation to update or revise the forward-looking statements, whether as a result of new information, future events or otherwise, except as required by law.

Forward-looking statements are subject to important risks and uncertainties that are difficult to predict. The results or events predicted in forward-looking statements may differ materially from actual results or events. Some of the factors that could cause actual results or events to differ from current expectations include the following, some of which are described in greater detail in the documents that are incorporated by reference into this prospectus supplement and the accompanying prospectus:

variances from our assumptions with respect to foreign exchange rates, results of operations, business prospects, growth and opportunities and effective income tax rates;

fluctuations in supply and demand for fertilizer, including fluctuations as a result of economic or political conditions in our markets, which, among other things, can cause volatility in the prices of our fertilizer products;

volatility in the price of natural gas, which is the primary raw material used for our nitrogen products, and risks associated with our continued ability to manage natural gas costs in the United States through hedging activities;

fluctuations in the prices and availability of other raw materials, including sulfur, which is a primary input in our phosphate operations;

fluctuations in the cost and availability of transportation and distribution for our raw materials and products, including railcars and ocean freight;

changes in competitive pressures, including pricing pressures;

the results of sales contract negotiations with China and India;

timing and amount of capital expenditures;

changes in capital markets and corresponding effects on the Company's investments, and changes in currency and exchange rates;

unexpected or adverse weather conditions, which can impact demand for fertilizer and timing of fertilizer sales during the year;

unexpected geological conditions, including water inflows;

imprecision in reserve estimates;

the outcome of legal proceedings;

strikes or other forms of work stoppage or slowdown;

changes in, and the effects of, government policy and regulations, including environmental regulations and regulations and actions affecting our transportation and sale of natural gas, which could increase our costs of compliance and otherwise affect our business;

acquisitions we may undertake in the future; and

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earnings, exchange rates and the decisions of taxing authorities, all of which could affect our effective tax rates.

These risks and uncertainties are discussed in more detail under the headings "Risk Factors" and "Management's Discussion and Analysis of Results of Operations and Financial Condition" in our Annual Report on Form 10-K for the fiscal year ended December 31, 2009 and in other documents and reports filed by us with the Securities and Exchange Commission, or the Commission, and the Canadian provincial securities commissions. You may obtain copies of these documents and reports as described under the headings "Where You Can Find More Information" and "Incorporation by Reference" in this prospectus supplement.

As a result of these factors, we cannot assure you that any of the events or results anticipated by forward-looking statements included or incorporated by reference in this prospectus supplement and the accompanying prospectus will occur or, if they do, what impact they will have on our business or on our results of operations and financial condition.

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PROSPECTUS SUPPLEMENT SUMMARY

*This summary highlights information contained elsewhere in this prospectus supplement and the accompanying prospectus. It does not contain all of the information that you should consider before making an investment decision. We urge you to read carefully the entire prospectus supplement, the accompanying prospectus and the documents incorporated by reference in this prospectus supplement and the accompanying prospectus, including the historical financial statements and notes to those financial statements included or incorporated by reference in this prospectus supplement and the accompanying prospectus. Please read *Risk Factors* in our Annual Report on Form 10-K for the fiscal year ended December 31, 2009 for more information about important risks that you should consider before investing in the notes.*

Potash Corporation of Saskatchewan Inc.

Potash Corporation of Saskatchewan Inc. (NYSE: POT; TSX: POT) is the world's largest integrated fertilizer and related industrial and feed products company. We are the largest producer of potash worldwide by capacity. In 2009, we estimate our potash operations represented 11% of global production and 20% of global potash capacity (based on our nameplate capacity). We are the third largest producer of phosphates worldwide by capacity. In 2009, we estimate our phosphate operations produced 4% of world phosphoric acid production. We are the third largest nitrogen producer worldwide by ammonia capacity. In 2009, we estimate our nitrogen operations produced 2% of the world's ammonia production.

We own and operate five potash mines in Saskatchewan and one in New Brunswick. We also hold mineral rights at the Esterhazy mine and potash is produced under a mining and processing agreement with a third party. Our phosphate operations include the manufacture and sale of solid and liquid phosphate fertilizers, animal feed supplements and industrial acid, which is used in food products and industrial processes. We believe that our North Carolina facility is the world's largest integrated phosphate mine and processing plant. We also have a phosphate mine and two mineral processing plant complexes in northern Florida and six phosphate feed plants in the United States. We can produce a variety of phosphate products at our Geismar, Louisiana facility. Our nitrogen operations involve the production of nitrogen fertilizers and nitrogen feed and industrial products, including ammonia, urea, nitrogen solutions, ammonium nitrate and nitric acid. We have nitrogen facilities in Georgia, Louisiana, Ohio and Trinidad.

We are organized under the laws of Canada. Our principal executive offices are located at 122 1st Avenue South, Suite 500, Saskatoon, Saskatchewan, Canada S7K 7G3, and our telephone number is (306) 933-8500.

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The Offering

Issuer	Potash Corporation of Saskatchewan Inc.
Securities Offered	<p>\$ aggregate principal amount of notes consisting of:</p> <p>\$ aggregate principal amount of % Notes due ; and</p> <p>\$ aggregate principal amount of % Notes due .</p>
Maturity Date	<p>, for the Notes due .</p> <p>, for the Notes due .</p>
Interest Rate	<p>The Notes due will bear interest from , 2010 at the rate of % per annum.</p> <p>The Notes due will bear interest from , 2010 at the rate of % per annum.</p>
Interest Payment Dates	Interest on the notes is payable semi-annually on and of each year, beginning on , 2011.
Ranking	The notes will be our senior unsecured obligations and will rank equally in right of payment with all of our existing and future senior unsecured indebtedness.
Covenants	<p>We will issue the notes under an indenture containing covenants that restrict our ability to:</p> <p>incur debt secured by liens; and</p> <p>engage in certain sale and leaseback transactions.</p> <p>These covenants are subject to important exceptions and qualifications. For more information on these covenants, please see the information under the caption Description of Debt Securities Certain Covenants in the accompanying prospectus.</p>
Change of Control	Upon the occurrence of both (1) a change of control and (2) a downgrade of a particular series of notes below an investment grade rating by each of Moody's Investors Service, Inc. and Standard & Poor's Ratings Services within a specified period, we will be required to make an offer to purchase such series of notes at a price equal to 101% of the aggregate principal amount of such notes, plus accrued and unpaid interest to the date of repurchase. See Description of the Notes Change of Control in this prospectus supplement.
Optional Redemption	

We may redeem the notes of either series, in whole or in part, at our option at any time and from time to time at a redemption price equal to the greater of:

100% of the principal amount of the notes to be redeemed; and

the sum of the present values of the remaining scheduled payments of principal and interest on the notes being redeemed on the redemption date (not including any portion of any payments of interest accrued to the redemption date) discounted to the redemption date on a semi-annual basis (assuming a 360-day year consisting of twelve 30-day months) at the Adjusted Treasury Rate (as defined herein) plus

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basis points for the Notes due and basis points for the Notes due
due .

We will also pay any accrued and unpaid interest on the notes to the redemption date. See Description of the Notes Optional Redemption in this prospectus supplement.

Additional Amounts

Payments made by us with respect to the notes will be made without withholding or deduction for Canadian taxes, unless we are required to withhold or deduct Canadian taxes by law. If we are required to withhold or deduct for Canadian taxes with respect to any payment made regarding the notes, we will pay such additional amounts as may be necessary so that the net amount received by the holders of the notes after such deduction or withholding is not less than the amount such holders would have received in the absence of the withholding or deduction. See Description of Debt Securities Certain Covenants Additional Amounts in the accompanying prospectus.

Use of Proceeds

We estimate the net proceeds from the sale of the notes to be approximately \$ million after deducting underwriting discounts and commissions and expenses of the offering. We intend to use the net proceeds for general corporate purposes, including repurchases of our common shares pursuant to our previously announced \$2.0 billion share repurchase program. See Use of Proceeds in this prospectus supplement.

Risk Factors

You should carefully read and consider the information set forth in Risk Factors beginning on page S-6 of this prospectus supplement and the risk factors set forth in our Annual Report on Form 10-K for the fiscal year ended December 31, 2009, before investing in the notes.

Trustee

The Bank of Nova Scotia Trust Company of New York.

Form and Denomination

Each series of notes will be represented by one or more global notes, deposited with the trustee as custodian for The Depository Trust Company, or DTC, and registered in the name of Cede & Co., as the nominee of DTC. Beneficial interests in the global notes will be in denominations of \$2,000 and integral multiples of \$1,000 in excess thereof. See Description of the Notes Book-Entry System in this prospectus supplement.

Governing Law

The indenture governing the notes is, and the notes will be, governed by, and construed in accordance with, the laws of the State of New York.

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The following financial information is only a summary and you should read it in conjunction with the historical consolidated financial statements of PotashCorp and the related notes contained in reports and other information that PotashCorp has previously filed with the Commission. The following summary historical consolidated financial data as of December 31, 2008 and 2009 and for each of the three years ended December 31, 2007, 2008 and 2009 has been derived from PotashCorp's audited consolidated financial statements. The following summary historical consolidated financial data as of September 30, 2010 and for each of the nine months ended September 30, 2009 and 2010 has been derived from PotashCorp's unaudited interim condensed consolidated financial statements. PotashCorp's consolidated financial statements are prepared in accordance with Canadian GAAP. For a discussion of certain significant differences between Canadian GAAP and U.S. GAAP, as they relate to PotashCorp, see Note 31 to PotashCorp's audited consolidated financial statements as of and for the fiscal year ended December 31, 2009 and Note 17 to PotashCorp's unaudited interim condensed consolidated financial statements as of and for the nine months ended September 30, 2010, which are incorporated by reference in this prospectus supplement from our Annual Report on Form 10-K for the fiscal year ended December 31, 2009 and our Quarterly Report on Form 10-Q for the quarterly period ended September 30, 2010. See "Incorporation by Reference" in this prospectus supplement.

	2007	For the Year Ended December 31, 2008	2009	For the Nine Months Ended September 30, 2009	2010
	(in millions except per share data)				
Statement of Operations Data:					
<i>Canadian GAAP</i>					
Sales	\$ 5,234.2	\$ 9,446.5	\$ 3,976.7	\$ 2,877.6	\$ 4,726.4
Operating income	1,589.4	4,588.5	1,180.8	858.1	1,870.3
Income before income taxes	1,520.7	4,525.7	1,059.9	777.3	1,800.6
Net income	1,104.0	3,465.9	980.7	741.5	1,323.9
Net income per share:					
Basic	3.50	11.27	3.32	2.51	4.47
Diluted	3.40	10.92	3.23	2.44	4.34
Dividends per share	0.35	0.40	0.40	0.30	0.30
<i>U.S. GAAP</i>					
Sales	\$ 5,234.2	\$ 9,446.5	\$ 3,976.7	\$ 2,877.6	\$ 4,726.4
Operating income	1,583.4	4,587.2	1,161.7	857.4	1,829.5
Income before income taxes	1,514.7	4,524.4	1,040.8	776.6	1,759.8
Net income	1,061.9	3,365.9	989.0	742.5	1,261.6
Net income per share:					
Basic	3.36	10.95	3.35	2.51	4.26
Diluted	3.27	10.60	3.25	2.44	4.14
Dividends per share	0.35	0.40	0.40	0.30	0.30

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	As of December 31, 2008	As of December 31, 2009 (in millions)	As of September 30, 2010
Financial Position Data:			
<i>Canadian GAAP</i>			
Cash and cash equivalents	\$ 276.8	\$ 385.4	\$ 359.8
Total assets	10,248.8	12,922.2	14,532.0
Short-term debt	1,323.9	727.0	395.0
Long-term debt(1)	1,739.5	3,319.3	2,721.6
Shareholders' equity	4,535.1	6,439.8	7,850.5
<i>U.S. GAAP</i>			
Cash and cash equivalents	\$ 276.8	\$ 385.2	\$ 359.0
Total assets	9,889.4	12,468.8	13,901.6
Short-term debt	1,323.9	727.0	395.0
Long-term debt(1)	1,739.5	3,319.3	2,721.6
Shareholders' equity	4,149.5	6,085.0	7,486.0

(1) Excludes current portion of long-term debt, which, as of September 30, 2010, included \$600.0 million of 7.750% senior notes that mature on May 31, 2011.

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RISK FACTORS

You should carefully consider all the information included in this prospectus supplement, the accompanying prospectus and the documents filed with the Commission that are incorporated by reference herein and therein and, in particular, the risks described below and the risk factors of PotashCorp in Item 1A of our Annual Report on Form 10-K for the fiscal year ended December 31, 2009, which is incorporated by reference herein, before making an investment decision. Additional risks not presently known to us or that we currently deem immaterial may also impair our business operations, and the risks described below and in the documents incorporated by reference may also adversely affect our business in ways we have not described or do not currently anticipate. Our business, financial condition or results of operations could be materially adversely affected by any of these risks. In such case, you may lose all or part of your original investment.

The notes are unsecured and are subordinated to all of our existing and future secured indebtedness.

The notes are unsecured and effectively subordinated in right of payment to all of our existing and future secured indebtedness, to the extent of the value of the assets securing such indebtedness. The indenture for the notes does not restrict our ability to incur additional indebtedness, including secured indebtedness generally, which would have a prior claim on the assets securing that indebtedness. In the event of our insolvency, bankruptcy, liquidation, reorganization, dissolution or winding up, our assets that serve as collateral for any secured indebtedness would be made available to satisfy the obligations to our secured creditors before any payments are made on the notes. See Description of Debt Securities General in the accompanying prospectus.

The notes are effectively subordinated to all liabilities of our subsidiaries.

None of our subsidiaries has guaranteed or otherwise become obligated with respect to the notes. Accordingly, our right to receive assets from any of our subsidiaries upon its bankruptcy, liquidation or reorganization, and the right of holders of the notes to participate in those assets, is effectively subordinated to claims of that subsidiary's creditors, including trade creditors.

We have made only limited covenants in the indenture for the notes.

The indenture for the notes does not:

establish a sinking fund for the notes;

require us to maintain any financial ratios or specific levels of net worth, revenues, income, cash flows or liquidity and, accordingly, does not protect holders of the notes in the event that we incur operating losses;

limit our subsidiaries' ability to incur secured indebtedness generally or indebtedness that would effectively rank senior to the notes;

limit our ability to incur any indebtedness, including secured indebtedness generally or any indebtedness that is equal in right of payment to the notes;

restrict our subsidiaries' ability to issue securities that would be senior to the common stock of our subsidiaries held by us;

restrict our ability to repurchase our securities;

restrict our ability generally to pledge our assets or those of our subsidiaries; or

restrict our ability to make investments or to pay dividends or make other payments in respect of our common shares or other securities ranking junior to the notes.

The notes have no prior public market and we cannot assure you that any public market will develop or be sustained after the offering.

The notes are new issues of securities with no established trading markets. We do not intend to apply for listing of the notes of either series on any national securities exchange or for quotation of the notes of either series on any

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automated dealer quotation system. We have been advised by the underwriters that they presently intend to make a market in the notes of each series after completion of the offering. However, they are under no obligation to do so and may discontinue any market-making activities at any time without any notice. We cannot assure you that active trading markets for the notes will develop, be maintained or be liquid. If active trading markets for the notes do not develop, are not maintained or are not liquid, the market prices of the notes may be adversely affected.

We may be unable to repurchase the notes upon a Change of Control Triggering Event.

Upon the occurrence of a Change of Control Triggering Event (as defined herein) with respect to a particular series of notes, subject to certain conditions, we will be required to make an offer to repurchase all outstanding notes of such series at 101% of their principal amount, plus accrued and unpaid interest. See Description of the Notes Change of Control in this prospectus supplement. The source of funds for such a repurchase will be our available cash or cash generated from our subsidiaries operations or other potential sources, including borrowings, sales of assets or sales of equity. We cannot assure you that sufficient funds from such sources will be available at the time of any Change of Control Triggering Event to make required repurchases of notes tendered. In addition, the terms of certain of our other existing indebtedness provide that certain change of control events will require us to make an offer to repurchase such outstanding indebtedness. Our future debt instruments may contain similar provisions. It is possible that we will not have sufficient funds at the time of the Change of Control Triggering Event to complete the required repurchase of the notes and, if applicable, our other indebtedness.

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USE OF PROCEEDS

We estimate the net proceeds from the sale of the notes to be approximately \$ million after deducting underwriting discounts and commissions and expenses of the offering. We intend to use the net proceeds for general corporate purposes, including repurchases of our common shares pursuant to our previously announced \$2.0 billion share repurchase program.

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CAPITALIZATION

The following table sets forth our cash and cash equivalents and consolidated capitalization (including short-term debt) as of September 30, 2010 on an actual basis and on an as adjusted basis to give effect to the sale of the notes and the application of the net proceeds from the sale of the notes. You should read the information in this table in conjunction with PotashCorp's unaudited interim condensed consolidated financial statements as of and for the nine months ended September 30, 2010, which are incorporated by reference into this prospectus supplement. See "Incorporation by Reference" in this prospectus supplement.

As of
September 30, 2010
Actual As Adjusted
(In millions)