

POTASH CORP OF SASKATCHEWAN INC  
Form SC14D9C  
August 18, 2010

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549  
SCHEDULE 14D-9**

**Solicitation/Recommendation Statement Under  
Section 14(d)(4) of the Securities Exchange Act of 1934**

**Potash Corporation of Saskatchewan Inc.**

(Name of Subject Company)

**Potash Corporation of Saskatchewan Inc.**

(Name of Persons Filing Statement)

**Common Shares, no par value**

(Title of Class of Securities)

**73755L107**

(CUSIP Number of Class of Securities)

**William J. Doyle**

**Potash Corporation of Saskatchewan Inc.**

**122 1st Avenue South, Suite 500**

**Saskatoon, Saskatchewan, Canada S7K 7G3**

**(306) 933-8500**

(Name, Address and Telephone Number of Person Authorized to  
Receive Notices and Communications on Behalf of the Persons Filing Statement)

*Copies to:*

**Edward B. Winslow  
Jones Day  
77 West Wacker  
Chicago, Illinois 60601  
(312) 782-3939**

**William Braithwaite  
Stikeman Elliott  
5300 Commerce Court West  
199 Bay Street  
Toronto, Ontario, Canada M5L 1B9  
(416) 869-5500**

Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

Exhibit No.	Description
99.1	News release, dated August 17, 2010, issued by Potash Corporation of Saskatchewan Inc.
99.2	Potash Corporation of Saskatchewan Inc. investor presentation.
99.3	Transcript of Potash Corporation of Saskatchewan Inc. conference call held on August 17, 2010.