

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:

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Jones Day
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Chicago, Illinois 60601
(312) 782-3939**

**William Braithwaite
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(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. |