

POTASH CORP OF SASKATCHEWAN INC
Form SC 13G/A
October 08, 2002

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**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549

OMB APPROVAL

| | |
|---------------------------------------------|-------------------|
| OMB Number: | 3235-0145 |
| Expires: | December 31, 1997 |
| Estimated average burden hours per response | 14.90 |

SCHEDULE 13G

Under the Securities Exchange Act of 1934

(Amendment No. 2)*

Potash Corporation

(Name of Issuer)

Common

(Title of Class of Securities)

73755L107

(CUSIP Number)

Check the following box if a fee is being paid with this statement // . (A fee is not required only if the filing person: (1) has a previous statement on file reporting beneficial ownership of more than five percent of the class of securities described in Item 1; and (2) has filed no amendment subsequent thereto reporting beneficial ownership of five percent or less of such class.) (See Rule 13d-7).

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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Schedule 13G

CUSIP No. 73755L107

1 NAME OF REPORTING PERSON:
S.S. or I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
PRIMECAP Management Company **95-3868081**

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) o
(b) o

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
225 South Lake Avenue #400, Pasadena, CA 91101

| | | | |
|--------------------------------------------------|---|--------------------------|------------------|
| NUMBER OF SHARES | 5 | SOLE VOTING POWER | 847,180 |
| BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 6 | SHARED VOTING POWER | -0- |
| | 7 | SOLE DISPOSITIVE POWER | 3,848,980 |
| | 8 | SHARED DISPOSITIVE POWER | -0- |

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
3,848,980

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9
7.40%

12 TYPE OF REPORTING PERSON*
IA

***SEE INSTRUCTIONS BEFORE FILLING OUT!**

Page 2 of 3 pages

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

September 30, 2002

Date

/s/ THEO A. KOLOKOTRONES

Signature

Theo A. Kolokotronis, President

Name/Title

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SIGNATURE