

POTASH CORP OF SASKATCHEWAN INC  
Form SC14D9C  
August 20, 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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(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	Statement, dated August 20, 2010, issued by Potash Corporation of Saskatchewan Inc.
99.2	Letter to employees of Potash Corporation of Saskatchewan Inc.