

POTASH CORP OF SASKATCHEWAN INC

Form 10-K/A

April 22, 2005

Table of Contents

U.S. SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

Form 10-K/A
Amendment No. 1
ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d)
OF THE SECURITIES EXCHANGE ACT OF 1934
For the fiscal year ended December 31, 2004
Commission file number 1-10351

Potash Corporation of Saskatchewan Inc.
(Exact name of the registrant as specified in its charter)

Canada
*(State or other jurisdiction of
incorporation or organization)*

N/A
*(I.R.S. employer
identification no.)*

122 1st Avenue South
Saskatoon, Saskatchewan, Canada S7K 7G3
306-933-8500
(Address and telephone number of the registrant's principal executive offices)

Securities registered pursuant to Section 12(b) of the Act:

| Title of each class | Name of exchange on which registered |
|-----------------------------|---------------------------------------------|
| Common Shares, No Par Value | New York Stock Exchange |

The Common Shares are also listed on the Toronto Stock Exchange in Canada

Securities registered pursuant to Section 12(g) of the Act: none

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of the registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

Indicate by check mark whether the registrant is an accelerated filer (as defined in Exchange Act Rule 12b-2). Yes No

At June 30, 2004, the aggregate market value of the 53,620,914 (107,241,828 post August 2004 stock split) Common Shares held by non-affiliates of the registrant was approximately \$5,195,866,568.73.

At February 28, 2005, the registrant had 111,290,020 Common Shares outstanding.

TABLE OF CONTENTS

Explanatory Note

PART III

SIGNATURES

EXHIBIT INDEX

Certification Pursuant to Section 302

Certification Pursuant to Section 302

Certification Pursuant to Section 906

Table of Contents

Explanatory Note

The registrant hereby amends Item 13 of its Annual Report on Form 10-K for the fiscal year ended December 31, 2004 (the Original Form 10-K) which was filed with the Securities and Exchange Commission on March 11, 2005. The remainder of the Original Form 10-K is not reproduced in this amendment, and this Amendment No. 1 to the Original Form 10-K (the Amendment) does not reflect events occurring after the filing of the Original Form 10-K or, except as indicated with respect to information relating to certain relationships and related transactions, modify or update the Original Form 10-K.

Table of Contents

PART III

ITEM 13. Certain Relationships and Related Transactions.

The information under Nominees For Election To The Board Of Directors, including the second paragraph under Director Independence at page 12, and Executive Compensation in our 2005 Proxy Circular, attached as Exhibit 99, is incorporated herein by reference.

A son, David Stromberg, of Robert Stromberg, a member of our Board of Directors, is a director and a major indirect shareholder of Micro Oil Inc. (Micro Oil), a privately held process oil blender and supplier based in Saskatoon, Saskatchewan. David Stromberg is also the president of Micro Oil. Another son of Robert Stromberg, Jeffrey Stromberg, is a shareholder of Micro Oil. In 2003 and 2004, purchases in an aggregate amount of approximately Cdn \$119,000 and Cdn \$352,000, respectively, were made by the registrant from Micro Oil. Purchases from Micro Oil are made in the ordinary course of business and on trade terms that are customary in the industry and generally consistent with the terms of comparable transactions of the registrant with other suppliers. Robert Stromberg has no direct or indirect interest in such transactions.

III-1

Table of Contents**SIGNATURES**

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

POTASH CORPORATION OF SASKATCHEWAN INC.
By: /s/ WILLIAM J. DOYLE

William J. Doyle
President and Chief Executive Officer
April 22, 2005

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

| Signature | Title | Date |
|--------------------------------------------------|-----------------------------------------------------------------------------------------------------------------|----------------|
| /s/ DALLAS J. HOWE Dallas J. Howe | Chair of the Board | April 22, 2005 |
| /s/ WAYNE R. BROWNLEE Wayne R. Brownlee | Senior Vice President, Treasurer and Chief Financial Officer (Principal financial and accounting officer) | April 22, 2005 |
| /s/ WILLIAM J. DOYLE William J. Doyle | President and Chief Executive Officer | April 22, 2005 |
| /s/ FREDERICK J. BLESJ Frederick J. Blesj | Director | April 22, 2005 |
| John W. Estey | Director | |
| /s/ WADE FETZER III Wade Fetzer III | Director | April 22, 2005 |
| /s/ ALICE D. LABERGE Alice D. Laberge | Director | April 22, 2005 |
| /s/ JEFFREY J. MCCAIG Jeffrey J. McCaig | Director | April 22, 2005 |
| /s/ MARY MOGFORD | Director | April 22, 2005 |

Mary Mogford

/s/ PAUL J. SCHOENHALS

Director

April 22, 2005

Paul J. Schoenhals

Table of Contents

| Signature | Title | Date |
|------------------------------------------------------------|--------------|----------------|
| /s/ E. ROBERT STROMBERG, Q.C. E. Robert Stromberg, Q.C. | Director | April 22, 2005 |
| /s/ JACK G. VICQ Jack G. Vicq | Director | April 22, 2005 |
| Elena Viyella de Paliza | Director | |

Table of Contents

EXHIBIT INDEX

| Exhibit No. | Description of Exhibit |
|--------------------|--------------------------------------------------------------------------|
| 31(a) | Certification pursuant to Section 302 of the Sarbanes-Oxley Act of 2002. |
| 31(b) | Certification pursuant to Section 302 of the Sarbanes-Oxley Act of 2002. |
| 32 | Certification pursuant to Section 906 of the Sarbanes-Oxley Act of 2002. |