

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:**

<b>Title of each class</b>	<b>Name of exchange on which registered</b>
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

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**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

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**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

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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.

<b>Signature</b>	<b>Title</b>	<b>Date</b>
/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

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**Table of Contents**

<b>Signature</b>	<b>Title</b>	<b>Date</b>
/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	

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**Table of Contents**

**EXHIBIT INDEX**

<b>Exhibit No.</b>	<b>Description of Exhibit</b>
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.