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POTASH CORPORATION OF SASKATCHEWAN INC

Form 8-K May 17, 2001

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

> > _____

FORM 8-K

CURRENT REPORT PURSUANT TO SECTION 13 OR 15(D) OF THE SECURITIES EXCHANGE ACT OF 1934

Date of Report: May 17, 2001 (Date of earliest event reported)

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

Saskatchewan (State or other jurisdiciton of incorporation)

1-1035

N/A (Commission (IRS employer file number) 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)

N/A

(Former name or former address, if changed since last report)

Potash Corporation of Saskatchewan Inc. Current Report on Form 8-K

Item 5. Other Events.

On May 17, 2001, the registrant announced the offering of \$600,000,000 of 7 3/4% Notes due May 31, 2011 pursuant to a shelf registration statement on Form S-3 (File No. 333-27685) and a related prospectus supplement. Filed herewith are certain exhibits with respect to such registration statement.

Item 7. Exhibits.

Description of Document
Underwriting Agreement and Terms Agreement.
Form of Note.
Computation of ratio of earnings to fixed charges.

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Signature

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Potash Corporation of Saskatchewan Inc.

By: /s/ John L.M. Hampton

John L.M. Hampton
Senior Vice President, General Counsel
and Secretary
Potash Corporation of Saskatchewan Inc.

Date: May 17, 2001

Index to Exhibits

Exhibit Number	Description of Document
1	Underwriting Agreement and Terms Agreement.
4	Form of Note.
1.0	
12	Computation of ratio of earnings to fixed charges.