

POTASH CORP OF SASKATCHEWAN INC
Form FWP
November 22, 2010

**Filed Pursuant to Rule 433
Registration No. 333-167833**

FINAL TERM SHEET

Issuer:	Potash Corporation of Saskatchewan Inc.
Title of Securities:	3.25% Notes due December 1, 2017
Expected Ratings:	Baa1 / A- (Positive/Negative)
Format:	SEC Registered Registration Statement No. 333-167833
Ranking:	Senior Unsecured
Principal Amount:	\$500,000,000
Expected Settlement Date:	November 30, 2010
Trade Date:	November 22, 2010
Maturity Date:	December 1, 2017
Interest Payment Dates:	June 1 and December 1 of each year
First Payment Date:	June 1, 2011
Benchmark Treasury:	1.875% due October 31, 2017
Benchmark Treasury Price:	98 20+
Benchmark Treasury Yield:	2.086%
Spread to Benchmark Treasury:	T + 122 basis points
Reoffer Yield:	3.306%
Coupon:	3.25% payable semi-annually
Price to Public:	99.652%
Day Count:	30/360
Minimum Denominations:	\$2,000 x \$1,000
Redemption Make Whole:	At any time at the adjusted treasury rate plus 20 basis points

73755L AJ6 / US73755L AJ61

CUSIP Number / ISIN
Number:

Joint Book-Running
Managers:

Merrill Lynch, Pierce, Fenner & Smith Incorporated

Goldman, Sachs & Co.
Morgan Stanley & Co. Incorporated
RBC Capital Markets, LLC
Scotia Capital (USA) Inc.

Co-Managers:

BMO Nesbitt Burns Inc.
HSBC Securities (USA) Inc.
Jefferies & Company, Inc.
Rabo Securities USA, Inc.
UBS Securities LLC
CIBC World Markets Corp.
Mitsubishi UFJ Securities (USA), Inc.

Issuer:	Potash Corporation of Saskatchewan Inc.
Title of Securities:	5.625% Notes due December 1, 2040
Expected Ratings:	Baa1 / A- (Positive/Negative)
Format:	SEC Registered Registration Statement No. 333-167833
Ranking:	Senior Unsecured
Principal Amount:	\$500,000,000
Expected Settlement Date:	November 30, 2010
Trade Date:	November 22, 2010
Maturity Date:	December 1, 2040
Interest Payment Dates:	June 1 and December 1 of each year
First Payment Date:	June 1, 2011
Benchmark Treasury:	3.875% due August 15, 2040
Benchmark Treasury Price:	94 14+
Benchmark Treasury Yield:	4.203%
Spread to Benchmark Treasury:	T + 152 basis points
Reoffer Yield:	5.723%
Coupon:	5.625% payable semi-annually
Price to Public:	98.602%
Day Count:	30/360
Minimum Denominations:	\$2,000 x \$1,000
Redemption Make Whole:	At any time at the adjusted treasury rate plus 25 basis points
CUSIP Number / ISIN Number:	73755L AK3 / US73755LAK35
Joint Book-Running Managers:	Merrill Lynch, Pierce, Fenner & Smith Incorporated

Co-Managers:

Goldman, Sachs & Co.
Morgan Stanley & Co. Incorporated
RBC Capital Markets, LLC
Scotia Capital (USA) Inc.
BMO Nesbitt Burns Inc.
HSBC Securities (USA) Inc.
Jefferies & Company, Inc.
Rabo Securities USA, Inc.
UBS Securities LLC
CIBC World Markets Corp.
Mitsubishi UFJ Securities (USA), Inc.

A securities rating is not a recommendation to buy, sell or hold securities and may be subject to revision or withdrawal at any time.

The Issuer has filed a Registration Statement on Form S-3 (including a base prospectus dated June 28, 2010, as supplemented by a preliminary prospectus supplement, dated November 22, 2010, the Prospectus) with the SEC for the offering to which this communication relates. Before you invest, you should read the Prospectus and the documents incorporated therein by reference that the Issuer has filed with the SEC for more complete information about the Issuer and this offering. You may obtain these documents for free by visiting EDGAR on the SEC website at www.sec.gov. Alternatively, the Issuer, any underwriter or any dealer participating in the offering will arrange to send you the Prospectus and any document incorporated by reference in the Prospectus if you request it by calling Merrill Lynch, Pierce, Fenner & Smith Incorporated toll-free at 1-800-294-1322, Goldman, Sachs & Co. toll-free at 1-866-471-2526 or Morgan Stanley & Co. Incorporated toll-free at 1-866-718-1649.

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