

POTASH CORP OF SASKATCHEWAN INC

Form 8-K

November 29, 2006

**UNITED STATES  
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**

November 29, 2006

(Date of earliest event reported)

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

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

**1-1035**  
(Commission File Number)

**Not Applicable**  
(IRS Employer Identification No.)

Suite 500, 122 1<sup>st</sup> Avenue South  
Saskatoon, Saskatchewan, Canada S7K 7G3  
(Address of principal executive offices, including zip code)  
(306) 933-8500  
(Registrant's telephone number, including area code)

**Not Applicable**  
(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2.):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
-

**Item 8.01 Other Events**

Potash Corporation of Saskatchewan Inc. is filing this Current Report on Form 8-K for the purpose of filing its statement of computation of ratio of earnings to fixed charges as an exhibit to its Registration Statement on Form S-3 (File No. 333-89350). The statement of computation of ratio of earnings to fixed charges is hereby incorporated into such Registration Statement by reference.

**Item 9.01 Financial Statements and Exhibits**

<b>Exhibit Number</b>	<b>Exhibit Description</b>
-----------------------	----------------------------

12	Statement of computation of ratio of earnings to fixed charges.
----	---

---

**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/ Joseph Podwika  
Name: Joseph Podwika  
Title: Senior Vice President, General Counsel  
and Secretary

Dated: November 29, 2006

---

**Index to Exhibits**

<b>Exhibit Number</b>	<b>Exhibit Description</b>
12	Statement of computation of ratio of earnings to fixed charges.