

POTASH CORP OF SASKATCHEWAN INC

Form 8-K

February 28, 2003

Table of Contents

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

February 28, 2003

Potash Corporation of Saskatchewan Inc.

(Exact name of Registrant as specified in charter)

Canada
*(State or other jurisdiction
of incorporation)*

1-1035
*(Commission
file number)*

N/A
*(IRS employer
identification no.)*

122 1 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)

TABLE OF CONTENTS

Signature

Form of 4.875% Notes Due March 1, 2013

Opinion of Davies Ward Phillips and Vineberg LLP

Consent of Torys LLP

Consent of Davies Ward Phillips and Vineberg

Table of Contents

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

Item 7. Exhibits.

| Exhibit Number | Description of Document |
|-----------------------|--|
| 4 | Form of 4.875% Notes due March 1, 2013. |
| 8 | Opinion of Davies Ward Phillips & Vineberg LLP as to Canadian tax matters. |
| 23(a) | Consent of Torys LLP. |
| 23(b) | Consent of Davies Ward Phillips & Vineberg LLP. |

Table of Contents

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: February 28, 2003

Table of Contents

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